

Schulz Stefan B
Form 4
March 05, 2018

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 *
Schulz Stefan B

2. Issuer Name and Ticker or Trading Symbol
PROS Holdings, Inc. [PRO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3100 MAIN ST., SUITE 900

3. Date of Earliest Transaction (Month/Day/Year)
03/01/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and CFO

(Street)
HOUSTON, TX 77002

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	Price	
Common Stock	03/01/2018		M		15,625	\$ 31.65 (1)	74,379 (2) (3) (4) D
Common Stock	03/01/2018		F		5,836	\$ 31.65 (1)	68,543 (4) D
Common Stock	03/03/2018		M		20,625	\$ 32.41 (5)	89,168 (4) D
Common Stock	03/03/2018		F		7,704	\$ 32.41	81,464 (4) D

(5)

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	(6)	03/01/2018		M	15,625	(7) (7)	Common Stock	15,625
Restricted Stock Units	(6)	03/03/2018		M	20,625	(8) (8)	Common Stock	20,625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schulz Stefan B 3100 MAIN ST. SUITE 900 HOUSTON, TX 77002			EVP and CFO	

Signatures

Damian W. Olthoff, attorney-in-fact for Stefan B. Schulz
03/05/2018

__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) The price represents the price of PROS Holdings, Inc. common stock at the close of market on March 1, 2018.

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- (2) This amount has been corrected to reflect an over-reported tax withholding of 215 shares on Form 4 filed March 7, 2016.
- (3) This amount has been corrected to reflect an over-reported grant of 10 shares on Form 4 filed January 10, 2018.
- (4) Includes 3,500 shares held in a joint account controlled by Stefan and Mary Schulz.
- (5) The price represents the price of PROS Holdings, Inc. common stock at the close of market on March 2, 2018, the previous business day before the vest date of March 3, 2018.
- (6) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.
- (7) This is the second tranche of a grant awarded on March 24, 2016 in the amount of 62,500 restricted stock units and vests annually, in equal installments, over a four-year period, with a final lapse date of March 1, 2020.
- (8) This is the third tranche of a grant awarded on March 3, 2015 in the amount of 82,500 restricted stock units and vests annually, in equal installments, over a four-year period, with a final lapse date of March 1, 2019.
Includes (i) 20,625 unvested restricted stock units, the final tranche of which will vest on March 3, 2019, and is associated with a March 3, 2015 grant; (ii) 31,250 unvested restricted stock units vesting in equal installments on March 1 over the next two years, with a final lapse date of March 1, 2020, and is associated with a March 24, 2016 grant; (iii) 29,400 unvested restricted stock units vesting in equal installments on January 1 over the next three years, with a final lapse date of January 1, 2021, and is associated with a January 20, 2017 grant; and (iv) 41,667 unvested restricted stock units vesting in equal installments on January 10 over the next four years, with a final lapse date of January 10, 2022, and is associated with a January 8, 2018 grant.
- (9)

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.