

Schulz Stefan B
Form 4
January 17, 2019

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)
01/15/2019

____ 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474 (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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	01/15/2019	A	36,309					(2)	(2)	Common Stock	36,309
Performance Share Units	(4)	01/15/2019	A	48,412					(5)	(5)	Common Stock	48,412

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	01/17/2019
**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) Each restricted stock unit ("RSU") represents the contingent right to receive one share of PROS Holdings, Inc. common stock.
- (2) This RSU grant was awarded on January 15, 2019 in the amount of 36,309 RSUs, which vest annually, in equal installments over a four-year period, with a final lapse date of January 15, 2023.

Includes: (i) 20,625 RSUs, the final tranche of which will vest on March 3, 2019, associated with a March 3, 2015 grant; (ii) 31,250 unvested RSUs vesting in equal installments on March 1 over the next two years, with a final lapse date of March 1, 2020, associated with a March 24, 2016 grant; (iii) 19,600 unvested RSUs vesting in equal installments on January 1 over the next two years, with a final lapse date of January 1, 2021, associated with a January 20, 2017 grant; (iv) 31,251 unvested RSUs vesting in equal installments on January 10 over the next three years, with a final lapse date of January 10, 2022, associated with a January 8, 2018 grant; and (v) 36,309 unvested RSUs vesting in equal installments on January 15 over the next four years, with a final lapse date of January 15, 2023, associated with a January 15, 2019 grant.
- (3) One share of PROS Holdings, Inc. (the "Company") common stock will be issued for each performance share (market share unit, or "MSU") that vests.

The performance share units (MSUs) will vest on January 15, 2022 at up to 200% of the grant amount if the Company's total recurring revenue measured according to U.S. generally accepted accounting principles meets certain minimum performance hurdles for the performance period of January 1, 2019 to December 31, 2020.
- (6) All grants are shown at the maximum possible award of 200%, and includes: (i) 125,000 performance shares (MSUs) which will vest on March 1, 2019, associated with a March 24, 2016 grant; (ii) 52,000 performance shares (MSUs) which will vest on January 1, 2020, associated with a January 20, 2017 grant; and (iii) 55,556 performance shares (MSUs) which will vest on January 10, 2021, associated

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with a January 12, 2018 grant; and (iv) 48,412 performance shares (MSUs) which will vest on January 15, 2022, associated with a January 15, 2019 grant. This amount does not include any performance shares that are categorized as restricted stock units.

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.