Edgar Filing: PROS Holdings, Inc. - Form 4

PROS Holding Form 4	s, Inc.									
January 13, 20	15									
FORM	4								PPROVAL	
	UNITED	STATES		RITIES A			E COMMISSIO	N OMB Number:	3235-028	7
Check this b if no longer subject to Section 16. Form 4 or	F CHAN	NGES IN SECUI	Expires: Estimated burden hou response	urs per	5					
Form 5 obligations may continu <i>See</i> Instruct 1(b).	Bection 17((a) of the H	Public U	Itility Hol	ding Co		inge Act of 1934, t of 1935 or Secti 1940	,		
(Print or Type Res	sponses)									
1. Name and Address of Reporting Person <u>*</u> Russell William			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
(Least)				PROS Holdings, Inc. [PRO]			(Check all applicable)			
(Last) (First) (Middle) 3100 MAIN STREET, SUITE 900			3. Date of Earliest Transaction (Month/Day/Year) 01/09/2015			X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by	 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
HOUSTON, T	X 77002						Person	whole than one it	epotting	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivativ	e Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	Transaction Date Ionth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	3. Transactio Code (Instr. 8) Code V	Dispose (Instr. 3	d (A) or d of (D) , 4 and 5) (A) or	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)	
Reminder: Report	on a separate line	e for each cla	ass of sect	urities bene	Pers info requ	ons who re mation con ired to resp lays a curre	or indirectly. spond to the colle tained in this form ond unless the fo ently valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired			(Inst

	Derivative Security		 (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 Unit	(1)	01/09/2015	А		5,414		(2)	(2)	Common Stock	5,414	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
i o	Director	10% Owner	Officer	Other		
Russell William 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002	Х					
Signatures						

Signatures

Russell	m 01/13/2015
**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 represents the contingent right to receive one share of PROS Holdings, Inc. common stock.

(2) Includes 5,414 restricted stock units awarded on January 9, 2015 and will fully vest on January 1, 2016.

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.