

PROS Holdings, Inc.  
Form 4  
March 28, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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)  
03/24/2016

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 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 of Number of Shares
Restricted Stock Units	<u>(1)</u>	03/24/2016	A	90,000					<u>(2)</u>	<u>(2)</u>	Common Stock	90,000
Performance Share Units	<u>(4)</u>	03/24/2016	A	180,000					<u>(5)</u>	<u>(5)</u>	Common Stock	180,000

## 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  
 03/28/2016

\_\_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) This restricted stock unit grant was awarded on March 24, 2016 in the amount of 90,000 restricted stock units and vests annually, in equal installments, over a four year period on March 1 of each year.  
 Includes (i) 26,250 unvested restricted stock units, the last tranche of which will vest January 1, 2017, and is associated with a January 18, 2013 grant; (ii) 18,450 unvested restricted stock units which will vest in equal installments on January 1 over the next two years, with a final lapse date of January 1, 2018, and is associated with a February 11, 2014 grant; (iii) 42,900 unvested restricted stock units which will vest in equal installments on January 1 over the next three years, with a final lapse date of January 1, 2019, and is associated with a January 23, 2015 grant; and (iv) 90,000 unvested restricted stock units which will vest in equal installments on March 1 over the next four years, with a final lapse date of March 1, 2020, and is associated with a March 24, 2016 grant.
- (4) One share of PROS Holdings, Inc. common stock will be issued for each performance share unit that vests.
- (5) These performance share units (market share units) were granted on March 24, 2016 in the amount of 90,000 units with a three year performance period ending on March 1, 2019. The amount shown on this Form 4 assumes the possible maximum award at 200%.  
 Includes (i) 73,800 performance shares (market share units) which will vest on January 1, 2017 associated with a February 11, 2014 grant; (ii) 114,400 performance shares (market share units) which will vest on January 1, 2018 associated with a January 23, 2015 grant; and (iii) 180,000 performance shares (market share units) which will vest on March 1, 2019. All grants described above assume the maximum shares awarded possible at 200%.

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.