

PROS Holdings, Inc.  
Form 4  
March 28, 2016

**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 \*  
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)  
03/24/2016

\_\_\_\_ 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 of Number of Shares
Restricted Stock Units	(1)	03/24/2016		A			62,500		(2)	(2)	Common Stock	62,500
Performance Share Units	(4)	03/24/2016		A			125,000		(5)	(5)	Common Stock	125,000

## 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 03/28/2016

\_\_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 grant was 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 on March 1 of each year.
    - Includes (i) 61,875 unvested restricted stock units which will vest in equal installments on March 3 for the next three years, with a final lapse date of March 3, 2019, and is associated with a March 3, 2015 grant; and (ii) 62,500 unvested restricted stock units which will vest on March 1 for 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 that vests.
  - (5) These performance share units (market share units) were granted on March 24, 2016 in the base amount of 62,500 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) 55,000 performance shares (market share units) which will vest on March 3, 2018 and is associated with a March 3, 2015 grant; and (ii) 125,000 performance shares (market share units) which will vest on March 1, 2019 and is associated with a March 24, 2016 grant. Both 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.