

Reiner Andres  
 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 \*  
 Reiner Andres

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 STREET, SUITE 900

3. Date of Earliest Transaction (Month/Day/Year)  
 01/15/2019

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 President & CEO

(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 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>	01/15/2019	A				70,348		<u>(2)</u>	<u>(2)</u>	Common Stock	70,348
Performance Share Units	<u>(4)</u>	01/15/2019	A				140,696		<u>(5)</u>	<u>(5)</u>	Common Stock	140,696

## 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	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 represents the contingent right to receive one share of PROS Holdings, Inc. common stock.
- (2) This restricted stock unit grant was awarded on January 15, 2019 in the amount of 70,348 restricted stock units, which vest annually in equal installments over a four-year period, with a final lapse date of January 15, 2023.  
Includes (i) 45,000 unvested restricted stock units, which vest in equal installments on March 1 for the next two years (March 1, 2019 included) with a final lapse date of March 1, 2020, associated with a March 24, 2016 grant; (ii) 42,000 unvested restricted stock units, which vest in equal installments on January 1 for the next two years, with a final lapse date of January 1, 2021, associated with a January 20, 2017 grant; (iii) 62,211 unvested restricted stock units, which vest in equal installments on January 10 for the next three years, with a final lapse date of January 10, 2022, associated with a January 8, 2018 grant; and (iv) 70,348 unvested restricted stock units, which vest in equal installments on January 15 for the next four years, with a final lapse date of January 15, 2023, associated with a January 15, 2019 grant.
- (4) One share of PROS Holdings, Inc. (the "Company") common stock will be issued for each performance share (market share unit, or "MSU") that vests.  
These 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.  
All grants are shown at the maximum possible award of 200%, and includes: (i) 180,000 performance shares (MSUs) which will vest on March 1, 2019, associated with a March 24, 2016 grant; (ii) 168,000 performance shares (MSUs) which will vest on January 1, 2020, associated with a January 20, 2017 grant; (iii) 165,896 performance shares (MSUs) which will vest on January 10, 2021, associated with a January 12, 2018 grant; and (iv) 140,696 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.
- (6)

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