

Schulz Stefan B
 Form 4
 March 25, 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
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 03/21/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and CFO

HOUSTON, TX 77002
 (City) (State) (Zip)

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

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Performance Share Units	03/21/2019		M		125,000 (1) \$ 43.05 (2)	A	256,449 (3) D
Performance Share Units	03/21/2019		F		46,688 (4) \$ 43.05	D	209,761 (3) D

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

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 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Performance Share Units	(5)	03/21/2019		M	125,000	(1)	(1)	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	03/25/2019
**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) Represents PROS Holdings, Inc. ("PROS") common stock earned pursuant to a March 24, 2016 grant of performance shares in the form of market share units. The amount shown was approved by the PROS Compensation and Leadership Development Committee on March 21, 2019, and was issued at the maximum amount of 200% based on achievement of certain targets in the three-year performance period ending on March 1, 2019.
 - (2) This price represents the closing price of PROS common stock on March 1, 2019.
 - (3) Includes 3,500 shares held in joint account controlled by Stefan and Mary Schulz.
 - (4) Represents the number of shares withheld by, and surrendered to, the issuer to satisfy tax withholding obligations that arose in connection with the issuance of the performance shares.
 - (5) Each performance share (market share unit) finally awarded represents the contingent right to receive one share of PROS common stock. Includes (i) 52,000 performance shares (market share units) which will vest on January 1, 2020, associated with a January 20, 2017 grant; (ii) 55,556 performance shares (market share units) which will vest on January 10, 2021, associated with a January 12, 2018 grant; and
 - (6) (iii) 48,412 performance shares (market share units) which will vest on January 15, 2022, associated with a January 15, 2019 grant. All grants assume the maximum shares awarded possible at 200%. 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.