Schulz Stefan B Form 4 January 16, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * Schulz Stefan B

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(First) (Last)

PROS Holdings, Inc. [PRO]

(Check all applicable)

3100 MAIN ST., SUITE 900

(Street)

(State)

(Month/Day/Year)

3. Date of Earliest Transaction

(Month/Day/Year)

Director 10% Owner X_ Officer (give title Other (specify

01/12/2018

below) EVP and CFO

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X 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

HOUSTON, TX 77002

Security

(Instr. 3)

(City) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

Execution Date, if

(Month/Day/Year)

(Middle)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

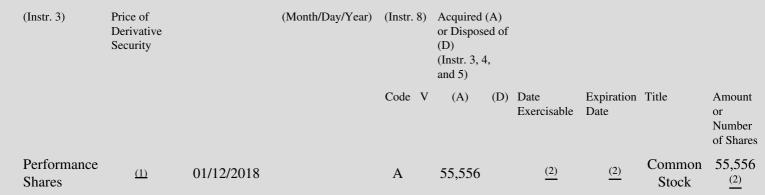
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities** Security or Exercise Code Securities (Month/Day/Year) (Instr. 3 and 4) any

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Schulz Stefan B 3100 MAIN ST. SUITE 900

EVP and CFO

HOUSTON, TX 77002

Signatures

Damian W. Olthoff, attorney-in-fact for Stefan B. Schulz

01/16/2018

**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) One share of PROS Holdings, Inc. common stock will be issued for each performance share (market share unit, or "MSU") that vests.
- These performance shares (MSUs) were granted on January 12, 2018 in the amount of 27,778 units and vest on January 10, 2021, with a (2) three-year performance period beginning on January 1, 2018 and ending on December 31, 2020. The amount shown on this Form 4 assumes the maximum possible award at 200%.
 - Includes (i) 55,000 performance shares (MSUs) which will vest on March 3, 2018 associated with a March 3, 2015 grant; (ii) 125,000 performance shares (MSUs) which will vest on March 1, 2019 associated with a March 24, 2016 grant; (iii) 52,000 performance shares
- (3) (MSUs) which will vest on January 1, 2020 associated with a January 20, 2017 grant; and (iv) 55,556 performance shares (MSUs) which will vest on January 10, 2021 associated with a January 12, 2018 grant. All grants described above assume the maximum shares awarded possible at 200%. This amount does not include any performance shares of other category types, such 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.

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