Reiner Andres 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:

3235-0287

Expires:

January 31, 2005

0.5

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Reiner Andres

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Issuer

(Last)

(Middle) (First)

3. Date of Earliest Transaction

PROS Holdings, Inc. [PRO]

_X__ Director 10% Owner

3100 MAIN STREET, SUITE 900

(Street)

(Month/Day/Year) 01/12/2018

X_ Officer (give title Other (specify below)

President & CEO

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

(Instr. 4)

Person

HOUSTON, TX 77002

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

(Month/Day/Year)

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)

(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 Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number of **Transaction**Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

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Derivative Disposed of (D) Security (Instr. 3, 4, and 5) Code V (A) (D) Date **Expiration Title** Amount of Exercisable Date Number of Shares Performance Common 165,89 (2) (2) (1) 01/12/2018 A 165,896 **Shares** Stock (2)

(Month/Day/Year) (Instr. 8) Acquired (A) or

Reporting Owners

Price of

(Instr. 3)

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 01/16/2018

**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 82,948 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) 114,400 performance shares (MSUs) which vested on January 1, 2018 (the actual award for such performance still to be determined) associated with a January 23, 2015 grant; (ii) 180,000 performance shares (MSUs) which will vest on March 1, 2019
- associated with a March 24, 2016 grant; (iii) 168,000 performance shares (MSUs) which will vest on January 1, 2020 associated with a January 20, 2017 grant; and (iv) 165,896 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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