Schulz Stefan B Form 4 March 08, 2018

FORM 4

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

Washington, D.C. 20549

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Check this box if no longer subject to Section 16. Form 4 or Section 2 Section 2 Section 3 Section 4 or

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).

Form 5

obligations

may continue.

See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Schulz Stefan B Issuer Symbol PROS Holdings, Inc. [PRO] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ Other (specify 3100 MAIN ST., SUITE 900 03/06/2018 below) EVP and CFO (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HOUSTON, TX 77002 Person

(City)	(State)	(Zip) Tabl	e I - Non-D	Derivative	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	ed of (D)	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 Beneficial Ownership (Instr. 4)
Common Stock	03/06/2018		M	8,650 (1)	A	\$ 32.41 (2)	90,114	D	
Common Stock	03/06/2018		F	3,231 (3)	D	\$ 32.41 (2)	86,883	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

Edgar Filing: Schulz Stefan B - Form 4

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. Transactic Code (Instr. 8)	5. Number proof 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 or Number of Shares	
Performance Share Units	<u>(4)</u>	03/06/2018		M	8,650	<u>(1)</u>	<u>(1)</u>	Common Stock	8,650	

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

03/08/2018

Date

**Signature of Reporting Person

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).
- This represents PROS Holdings, Inc. ("Company"), common stock earned pursuant to a March 3, 2015 grant of 110,000 performance shares in the form of market share units ("MSUs"). Such grant constituted derivative securities that were reported assuming the maximum shares awarded possible at 200% on a Form 4 at the time of grant. The resulting issuance is based on achievement of certain targets in the three-year period ending March 3, 2018.
- (2) This price represents the closing price of the Company's common stock on March 2, 2018.
- (3) Represents the number of shares withheld by, and surrendered to, the Company to satisfy tax withholding obligations that arose in connection with the issuance of the performance shares.
- (4) One share of the Company's common stock was issued for each performance share earned.
 - Includes: (i) 125,000 performance shares (MSUs) which will vest on March 1, 2019, associated with a March 24, 2016 grant; (ii) 52,000 performance shares (MSUs) which will vest on January 1, 2020, associated with a January 20, 2017 grant; and (iii) 55,556 performance
- (5) 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%. Does not include 60,000 performance shares awarded on September 9, 2016 as they vest according to different performance criteria.

Reporting Owners 2

Edgar Filing: Schulz Stefan B - Form 4

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.