Schulz Stefan B Form 4 January 14, 2019

FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction 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(b).

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 X_ Officer (give title

3100 MAIN ST., SUITE 900 01/10/2019 below) (Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

EVP and CFO 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person

HOUSTON,	TX	7/00	2

(City)	(State)	(Zip) Tabl	e I - Non-E	Derivative (Secur	ities Acqu	iired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (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 Beneficial Ownership (Instr. 4)		
Common Stock	01/10/2019		Code V M	Amount 10,416	(D)	Price \$ 32.48	112,630	D	
Common Stock	01/10/2019		F	3,891	D	\$ 32.48	108,739	D	

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

OMB APPROVAL

10% Owner

_ Other (specify

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

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)	Execution Date, if any	4. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day	ate	7. Title and a Underlying S (Instr. 3 and	Securities	8. I De Seo (In
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	01/10/2019		M	10,416	<u>(2)</u>	(2)	Common Stock	10,416	

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

01/14/2019

**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 is the first tranche of a restricted stock unit grant awarded on January 8, 2018 in the amount of 41,667 units, and vests annually in equal installments over a four year period on January 10th of each year, with a final lapse date of January 10, 2022.
 - Includes: (i) 20,625 unvested restricted stock units, the final tranche of which will vest on March 3, 2019, and is associated with a March 3, 2015 grant under the PROS 2007 Equity Incentive Plan (the "2007 Plan"); (ii) 31,250 unvested restricted stock units vesting in equal installments on March 1 over the next two years, with a final lapse date of March 1, 2020, and is associated with a March 24, 2016 grant
- (3) under the 2007 Plan; (iii) 19,600 unvested restricted stock units vesting in equal installments on January 1 over the next two years, with a final lapse date of January 1, 2021, and is associated with a January 20, 2017 grant under the 2007 Plan; and (iv) 31,251 unvested restricted stock units vesting in equal installments on January 10 over the next three years, with a final lapse date of January 10, 2022, and is associated with a January 8, 2018 grant under the PROS 2017 Equity Incentive Plan.

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.

Reporting Owners 2