

PROS Holdings, Inc.
Form 4
January 03, 2014

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
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Reiner Andres

(Last) (First) (Middle)

3100 MAIN STREET, SUITE 900

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
PROS Holdings, Inc. [PRO]

3. Date of Earliest Transaction
(Month/Day/Year)
01/01/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
____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

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 Ownership (Instr. 4)
Common Stock	01/01/2014		M	20,000	A \$ 39.9 (1)	179,635	D
Common Stock	01/01/2014		F	8,527	D \$ 39.9 (1)	171,108	D
Common Stock	01/01/2014		M	26,250	A \$ 39.9 (1)	197,358	D
Common Stock	01/01/2014		F	11,012	D \$ 39.9	186,346	D

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(1)

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

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(9-02)

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)		8.	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(2)	01/01/2014		M		20,000		(3)	(3)	Common Stock	20,000
Restricted Stock Units	(2)	01/01/2014		M		26,250		(4)	(4)	Common Stock	26,250

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Reiner Andres 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002	President and CEO

Signatures

Damian Olthoff, attorney-in-fact for Andres D. Reiner
01/03/2014

**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) This price represents the closing price of PROS Holdings, Inc. common stock on December 31, 2013.

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- (2) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.
- (3) This restricted stock unit grant was awarded on February 14, 2012 in the amount of 80,000 restricted stock units, and vests annually, in equal installments over a four year period on January 1 of each year.
- (4) This restricted stock unit grant was awarded on January 18, 2013 in the amount of 105,000 restricted stock units and vests annually, in equal installments, over a four year period on January 1 of each year.

- Includes: (i) 7,500 unvested restricted stock units of which the last installment will vest on February 24, 2014 and is associated with a March 9, 2010 grant; (ii) 12,500 unvested restricted stock units of which the last installment will vest on December 14, 2014 and is associated with a December 14, 2010 grant; (iii) 17,500 unvested restricted stock units which will vest in equal installments in May over the next two years associated with a May 10, 2011 grant; (iv) 40,000 unvested restricted stock units which will vest in equal installments over the next two years on January 1st and is associated with a February 14, 2012 grant; (v) and 78,750 unvested restricted stock units which will vest in equal installments over the next three years on January 1st and is associated with a January 18, 2013 grant.
- (5)

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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