PROS Holdings Form 4									
January 03, 201							OMB AI	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287	
Check this be if no longer subject to Section 16. Form 4 or Form 5 obligations	STATEMENT O Filed pursuant to S	F CHANGES IN SECUI	BENEFI RITIES ne Securiti	CIAI es Ex	chang	e Act of 1934,	Expires: Estimated a burden hou response	urs per	
See Instruction 1(b). See Instruction See Ins									
(Print or Type Resp	ponses)								
1. Name and Addr Reiner Andres	2. Issuer Name an Symbol PROS Holdings .					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)	3. Date of Earliest T	-	J		(Check	k all applicable	e)	
(Month/D			/onth/Day/Year)D				give title 10% Owner Other (specify below) resident and CEO		
	4. If Amendment, D Filed(Month/Day/Yea	-			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
HOUSTON, T	X 77002					Person		porting	
(City)	(State) (Zip)	Table I - Non-	Derivative S	Securit	ties Acq	uired, Disposed of	, or Beneficial	lly Owned	
	any		4. Securit ior(A) or Dis (Instr. 3, 4	sposed	of (D)	Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial	
		Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common 0 Stock 0	1/01/2014	М	20,000	А	\$ 39.9 (1)	179,635	D		
Common 0 Stock 0	1/01/2014	F	8,527	D	\$ 39.9 (1)	171,108	D		
Common 0 Stock 0	1/01/2014	М	26,250	А	\$ 39.9 (1)	197,358	D		
Common 0 Stock	1/01/2014	F	11,012	D	\$ 39.9	186,346	D		

(1)

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.

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 of orDerivative 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. l De Sec (In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	01/01/2014		М		20,000	(3)	(3)	Common Stock	20,000	
Restricted Stock Units	(2)	01/01/2014		М		26,250	(4)	(4)	Common Stock	26,250	

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
Reiner Andres 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002			President and CEO					
Signatures								
Damian Olthoff, attorney-in-fa Reiner	ct for And	lres D.	01/03/2014					
<u>**</u> 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.

- (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

(5) associated with a December 14, 2010 grant, (iii) 17,500 unvested restricted stock units which will vest in equal installments in Way 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.

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.