Schulz Stefan B Form 4 January 10, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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Expires:

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

1(b).

(Last)

Security

(Instr. 3)

Security

or Exercise

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

(Print or Type Responses)

1. Name and Address of Reporting Person * Schulz Stefan B

Symbol

5. Relationship of Reporting Person(s) to Issuer

PROS Holdings, Inc. [PRO]

2. Issuer Name and Ticker or Trading

(Check all applicable)

(First)

3100 MAIN ST., SUITE 900

3. Date of Earliest Transaction

(Month/Day/Year)

10% Owner X_ Officer (give title Other (specify

01/08/2018

EVP and CFO

6. Individual or Joint/Group Filing(Check

(Street)

(Middle)

4. If Amendment, Date Original

Applicable Line)

Director

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

HOUSTON, TX 77002

(City) (State) (Zip) 1. Title of 2. Transaction Date 2A. Deemed

(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

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

(A)

Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

Securities

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

any

Execution Date, if

(Month/Day/Year)

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.

(Month/Day/Year)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Code

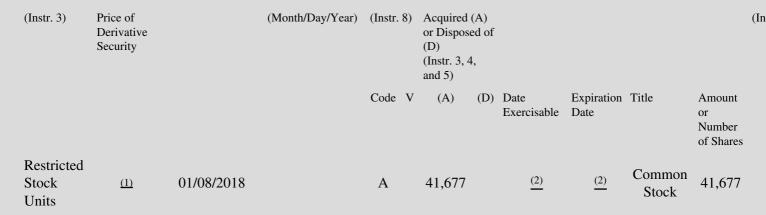
1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount of 8. 1 Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date Underlying Securities**

(Instr. 3 and 4)

De

Sec

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Schulz Stefan B 3100 MAIN ST. SUITE 900 HOUSTON, TX 77002

EVP and CFO

Signatures

Damian W. Olthoff, attorney-in-fact for Stefan B. Schulz

01/10/2018

**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) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.
- (2) This restricted stock unit grant was awarded on January 8, 2018 in the amount of 41,677 restricted stock units, and vests annually in equal installments over a four year period on January 10 of each year, with a final lapse date of January 10, 2022.
 - Includes (i) 41,250 unvested restricted stock units which will vest in equal installments on March 3 over the next two years, with a final lapse date of March 3, 2019, and is associated with a March 3, 2015 grant; (ii) 46,875 unvested restricted stock units which will vest in equal installments on March 1 over the next three years, with a final lapse date of March 1, 2020, and is associated with a March 24, 2016
- (3) grant; (iii) 29,400 unvested restricted stock units which will vest in equal installments on January 1 over the next three years, with a final lapse date of January 1, 2021, and is associated with a January 20, 2017 grant; and (iv) 41,677 unvested restricted stock units which will vest in four equal installments beginning January 10, 2019, with a final lapse date of January 10, 2022 and is associated with a January 8, 2018 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.

Reporting Owners 2