Schulz Stefan B
Form 4
March 05, 2019

FORM 4

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

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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

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

(Last) (First) (Middle)

3100 MAIN ST., 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)
03/01/2019

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)
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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	03/01/2019		M		15,625	A	$ 43.05	124,364	D	
Common Stock	03/01/2019		F		5,836	D	$ 43.05	118,528	D	
Common Stock	03/03/2019		M		20,625	A	$ 43.05	139,153	D	
Common Stock	03/03/2019		F		7,704	D	$ 43.05	131,449	D	

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

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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. D Sec (In
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(1)	03/01/2019		M			15,625	(2)	(2)	Common Stock	15,625	
Restricted Stock Units	(1)	03/03/2019		M			20,625	(5)	(5)	Common Stock	20,625	

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	03/05/2019
**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 third tranche of a restricted stock unit grant awarded on March 24, 2016 in the amount of 62,500 units, which vests annually in equal installments over a four year period on March 1st of each year, with a final lapse date of March 1, 2020.

(3)

Includes: (i) 15,625 unvested restricted stock units with a final lapse date of March 1, 2020, and is associated with a March 24, 2016 grant; (ii) 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; (iii) 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; and (iv) 36,309 unvested restricted stock units vesting in equal installments on January 15 over the next four years, with a final lapse date of January 15, 2023, associated with a January 15, 2019 grant.

(4) Also includes 20,625 unvested restricted stock units, the final tranche of which vested on March 3, 2019, and is associated with a March 3, 2015 grant.

(5) This is the final tranche of a restricted stock unit grant awarded on March 3, 2015 in the amount of 82,500 units, which vested annually in equal installments over a four year period on March 3rd of each year.

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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