

PROS Holdings, Inc.  
Form 4  
May 03, 2017

**FORM 4**

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

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).

**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. 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)  
05/01/2017

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 or Price (A) or (D)		
Common Stock	05/01/2017		M		20,000 (1)	A	\$ 16.73 472,188 D
Common Stock	05/01/2017		S(2)		20,000	D	\$ 24.73 452,188 D (3)
Common Stock	05/01/2017		S(2)		8,175	D	\$ 24.85 444,013 D (4)
Common Stock	05/01/2017		S(2)		12,923	D	\$ 25.01 431,090 D (5)

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Common Stock	05/02/2017	S <sup>(2)</sup>	3,426	D	\$ 25 (6)	427,664	D
Common Stock	05/03/2017	S <sup>(2)</sup>	8,174	D	\$ 25 (7)	419,490 (8)	D

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. Price or Amount of Underlying Securities (Instr. 3 and 4)
NQ Stock Option	\$ 16.73	05/01/2017		M	20,000	(9) (9)	Common Stock	20,000

## Reporting Owners

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

## Signatures

Damian Olthoff, attorney-in-fact for Andres D. Reiner  
05/03/2017

\*\*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)

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Each option granted or acquired represents the contingent right to buy one share of PROS Holdings, Inc. common stock at the price granted.

- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 13, 2017.
- (3) Represents the average price for 20 transactions in a range from \$24.59 to \$24.78.
- (4) Represents the average price for 25 transactions in a range from \$24.58 to \$24.92.
- (5) Represents the average price for 85 transactions in a range from \$25.00 to \$25.07.
- (6) This sale was made in 2 transactions at \$25.00.
- (7) This sale was made in 1 transaction at \$25.00.
- (8) The totals in Column 5 of this Form 4 correct an error in Column 5 of the Form 4 filed on March 15, 2016 and all subsequent reports thereafter; which over reported the number of shares withheld for taxes by 6 shares.
- (9) These NQ Stock Options were granted on November 15, 2007, before Mr. Reiner became a Section 16 officer, and vested monthly in equal installments beginning on June 1, 2009, and expire on November 15, 2017.

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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