PROS Holdings, Inc. Form 4

July 06, 2017

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction 1(b).

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

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Last) (First) PROS Holdings, Inc. [PRO]

(Check all applicable)

3100 MAIN STREET, SUITE 900

(Street)

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

_X__ Director 10% Owner X_ Officer (give title _ Other (specify below)

(Middle)

07/03/2017

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

President & CEO 6. Individual or Joint/Group Filing(Check

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

Applicable Line)

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

Person

HOUSTON, TX 77002

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly 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)	Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of 6. Securities Ownershi Beneficially Form: Di Owned (D) or	Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		
Common Stock	07/03/2017		M	6,400 (1)	A	\$ 16.73	417,715	D	
Common Stock	07/03/2017		S(2)	6,400	D	\$ 27.23 (3)	411,315	D	
Common Stock	07/05/2017		M	13,600 (1)	A	\$ 16.73	424,915	D	
Common Stock	07/05/2017		S(2)	13,600	D	\$ 27.51 (4)	411,315	D	
	07/05/2017		S(2)	8,175	D		403,140	D	

Common 27.62 Stock (5)

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 required to respond unless the form displays a currently valid OMB control number.

(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 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. Pri Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
NQ Stock Option	\$ 16.73	07/03/2017		M	6,400	<u>(6)</u>	<u>(6)</u>	Common Stock	6,400	\$
NQ Stock Option	\$ 16.73	07/05/2017		M	13,600	<u>(6)</u>	<u>(6)</u>	Common Stock	13,600	\$

Reporting Owners

**Signature of Reporting Person

Reiner

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
Reiner Andres 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002	X		President & CEO					
Signatures								
Damian Olthoff, attorney-in-fa	dres D.	07/06/2017						

Reporting Owners 2

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 option granted or acquired represents the contingent right to buy one share of PROS Holdings, Inc. common stock at the price granted.
- 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 26 transactions in a range from \$26.04 to \$27.59.
- (4) Represents the average price for 35 transactions in a range from \$27.06 to \$27.67.
- (5) Represents the average price for 13 transactions in a range from \$27.20 to \$27.70.
- 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. 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.