Schulz Stefan B Form 4 January 03, 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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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(b).

See Instruction

1. Name and Address of Reporting Person * Schulz Stefan B			2. Issuer Name and Ticker or Trading Symbol PROS Holdings, Inc. [PRO]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
(Last)	(Last) (First) (Midd		3. Date of Earliest Transaction	(Cheek an applicable)		
3100 MAIN	ST., SUITE	900	(Month/Day/Year) 01/01/2018	Director 10% Owner _X Officer (give title Other (specify below) EVP and CFO		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person		
HOUSTON,	TX 77002			Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Ac	rities Acquired, Disposed of, or Beneficially Owned		

(City)	(State) ((Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficiall	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)	4. Securi on(A) or Di (Instr. 3,	spose 4 and (A) or	d of (D) 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)
Common Stock	01/01/2018		M	9,800	A	\$ 26.45 (1)	62,443 (2)	D	
Common Stock	01/01/2018		F	3,894	D	\$ 26.45	58,549 <u>(2)</u>	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)	Code	5. Number conf Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exerce Expiration D (Month/Day/	Pate	7. Title and A Underlying S (Instr. 3 and 4	Securities	8. Pr Deriv Secu (Inst
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(3)	01/01/2018	M	9,800	<u>(4)</u>	<u>(4)</u>	Common Stock	9,800	\$

Reporting Owners

Reporting Owner Name / Address	Relationships					
· · · · · · · · · · · · · · · · · · ·	Director	10% Owner	Officer	Other		
Schulz Stefan B						
3100 MAIN ST.			EVP and CFO			
SUITE 900			EVP and CrO			
HOUSTON, TX 77002						

Signatures

Damian W. Olthoff, attorney-in-fact for Stefan B. Schulz 01/03/2018

**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) The price represents the price of PROS Holdings, Inc. common stock at the close of market on December 29, 2017, the previous business day before the vest date of January 1, 2018.
- (2) Includes 3,500 shares held in a joint account controlled by Stefan and Mary Schulz.
- (3) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.
- (4) This is the first tranche of a grant awarded on January 20, 2017 in the amount of 38,200 restricted stock units and vests annually, in equal installments, over a four year period commencing on January 1, 2018 and expiring on January 1, 2021.
- Includes (i) 41,250 unvested restricted stock units, the last tranche of which will vest March 3, 2019 and is associated with a March 3, 2015 grant; (ii) 46,875 restricted stock units, the last tranche of which will vest March 1, 2020 and is associated with a March 24, 2016 grant; and (iii) 29,400 restricted stock units, the last tranche of which will vest January 1, 2021 and is associated with a January 20, 2017 grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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