

Schulz Stefan B
 Form 4
 January 14, 2019

FORM 4

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

OMB APPROVAL

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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 *
 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) (First) (Middle)
 3100 MAIN ST., SUITE 900
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/10/2019

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 EVP and CFO

HOUSTON, TX 77002

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	01/10/2019		M	V	10,416	A	\$ 32.48	112,630	D	
Common Stock	01/10/2019		F		3,891	D	\$ 32.48	108,739	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. Amount or Number of Shares
Restricted Stock Units	(1)	01/10/2019		M	10,416	(2) (2)	Common Stock	10,416

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
01/14/2019

**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 first tranche of a restricted stock unit grant awarded on January 8, 2018 in the amount of 41,667 units, and vests annually in equal installments over a four year period on January 10th of each year, with a final lapse date of January 10, 2022.

Includes: (i) 20,625 unvested restricted stock units, the final tranche of which will vest on March 3, 2019, and is associated with a March 3, 2015 grant under the PROS 2007 Equity Incentive Plan (the "2007 Plan"); (ii) 31,250 unvested restricted stock units vesting in equal installments on March 1 over the next two years, with a final lapse date of March 1, 2020, and is associated with a March 24, 2016 grant

(3) under the 2007 Plan; (iii) 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 under the 2007 Plan; and (iv) 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 under the PROS 2017 Equity Incentive Plan.

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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