

Reiner Andres
Form 4
January 03, 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 *
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)
01/01/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 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 Ownership (Instr. 4)	
				(A) or (D)	Price			
Common Stock	01/01/2019		M	V	14,300	A	\$ 31.4 (1) 439,299	D
Common Stock	01/01/2019		F		5,833	D	\$ 31.4 (1) 433,466	D
Common Stock	01/01/2019		M		21,000	A	\$ 3,140 (1) 454,466	D
Common Stock	01/01/2019		F		8,264	D	\$ 31.4 (1) 446,202	D

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

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This is the fourth and final tranche of a restricted stock unit grant awarded on January 23, 2015 in the amount of 57,200 units, that vested annually, in equal installments over a four year period, with a final lapse date of January 1, 2019.

(4) Includes (i) 45,000 unvested restricted stock units which vest in equal installments on March 1 for the next two years, with a final lapse date of March 1, 2020 and is associated with a March 24, 2016 grant; (ii) 42,000 unvested restricted stock units which vest in equal installments on January 1 for the next two years, with a final lapse date of January 1, 2021 and is associated with a January 20, 2017 grant; and (iii) 82,948 unvested restricted stock units which vest in equal installments on January 10 for the next four years, with a final lapse date of January 10, 2022 and is associated with a January 8, 2018 grant.

(5) This is the second tranche of a restricted stock unit grant awarded on January 20, 2017 in the amount of 84,000 units, which vest annually in equal installments over a four year period on January 1st of each year, with a final lapse date of January 1, 2021.

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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