

PROS Holdings, Inc.  
Form 4  
February 16, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
05/10/2015

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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	05/10/2015 <sup>(1)</sup>		M		8,750	A	\$ 18.26
							392,792 <sup>(3)</sup>
							<sup>(2)</sup>
Common Stock	05/10/2015 <sup>(1)</sup>		F		3,671	D	\$ 18.26
							389,121 <sup>(3)</sup>
							<sup>(2)</sup>

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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(4)	05/10/2015		M	8,750	(5) (5)	Common Stock	8,750

## 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  
02/16/2016

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) This Form 4 is being filed to report restricted stock units that vested on May 10, 2015 where a Form 4 was not filed, and to correct the total beneficial holdings reported on the Form 4 dated January 4, 2016 which did not include such restricted stock units.

(2) This represents the price of PROS Holdings, Inc. common stock at the close of market on May 8, 2015, the previous business day before the vest date of May 10, 2015.

(3) The total amount of securities beneficially owned after the transactions on the vesting date of May 10, 2015 was 348,858. As of the date of filing of this Form 4, the total beneficial ownership of 389,121 includes (i) 26,250 unvested restricted stock units, which will vest January 1, 2017 and is associated with a January 18, 2013 grant; (ii) 18,450 unvested restricted stock units, which will vest in equal installments on January 1st over the next two years, with a final lapse date of January 1, 2018 and is associated with a February 11, 2014 grant; and (iii) 42,900 unvested restricted stock units which will vest in equal installments on January 1st over the next three years, with a final lapse date of January 1, 2019 and is associated with a January 23, 2015 grant.

(4) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.

(5)

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This restricted stock unit grant was awarded on May 10, 2011 in the amount of 35,000 restricted stock units which vested annually, in equal installments, over a four year period, with a final lapse date of 10, 2015.

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