

Dziersk Thomas  
Form 4  
January 17, 2019

**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  
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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Dziersk Thomas

(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)

01/15/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

EVP, Worldwide Sales

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_X\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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SEC 1474  
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	<u>(1)</u>	01/15/2019		A			29,047		<u>(2)</u>	<u>(2)</u>	Common Stock	29,047
Performance Share Units	<u>(4)</u>	01/15/2019		A			38,730		<u>(5)</u>	<u>(5)</u>	Common Stock	38,730

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dziersk Thomas 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002			EVP, Worldwide Sales	

## Signatures

Damian W. Olthoff, attorney-in-fact for Thomas Dziersk

01/17/2019

                    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 restricted stock unit grant was awarded on January 15, 2019 in the amount of 29,047 restricted stock units, which vest annually, in equal installments over a four-year period, with a final lapse date of January 15, 2023.
- Includes: (i) 44,628 unvested restricted stock units, which vest in equal installments on October 9 for the next three years, with a final lapse date of October 9, 2021, associated with an October 9, 2017 grant; (ii) 6,945 unvested restricted stock units, which vest in equal
- (3) installments on January 10 for the next three years, with a final lapse date of January 10, 2022, associated with a January 8, 2018 grant; and (iii) 29,047 unvested restricted stock units, which vest in equal installments on January 15 for the next four years, with a final lapse date of January 15, 2023, associated with a January 15, 2019 grant.
- (4) One share of PROS Holdings, Inc. (the "Company") common stock will be issued for each performance share (market share unit, or "MSU") that vests.
- These performance share units (MSUs) will vest on January 15, 2022 at up to 200% of the grant amount if the Company's total recurring
- (5) revenue measured according to U.S. generally accepted accounting principles meets certain minimum performance hurdles for the performance period of January 1, 2019 to December 31, 2020.
- All grants below are shown at the maximum possible award of 200%, and includes: (i) 79,338 performance shares (MSUs) which will
- (6) vest on October 9, 2020, associated with an October 9, 2017 grant; (ii) 12,346 performance shares (MSUs) which will vest on January 10, 2021, associated with a January 12, 2018 grant; and (iii) 38,370 performance shares (MSUs) which will vest on January 15, 2022, associated with a January 15, 2019 grant.

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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