

PROS Holdings, Inc.
Form SC 13G
February 15, 2017

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No.)*

PROS Holdings, Inc.
Common Stock
74346Y 103
12/31/16

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)
☐ Rule 13d-1(c)
☒ Rule 13d-1(d)

*The
remainder
of this cover
page shall
be filled out
for a
reporting
person's
initial filing
on this form
with respect
to the
subject class
of
securities,
and for any
subsequent
amendment
containing
information
which
would alter
the

disclosures
provided in
a prior
cover page.

The information required in the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 74346Y 103

Names of Reporting
Persons.
I.R.S. Identification Nos. of
1 above persons (entities
only).

Ronald F. Woestemeyer and
Marianne M. Woestemeyer
Check the Appropriate Box
if a Member of a Group (See
2 Instructions)
(a) " (b) "

3 SEC Use Only

Citizenship or Place of
4 Organization

United States of America
Sole Voting Power

5 4,148,595
Shared Voting Power

6 0
Sole Dispositive Power

7 4,148,595
Shared Dispositive Power

8 0
Aggregate Amount

9 Beneficially Owned by Each
Reporting Person

4,178,595
Check if the Aggregate
Amount in Row (9)

10 Excludes Certain Shares
(See Instructions)

11 13.66%
Type of Reporting Person
(See Instructions)

12 IN

CUSIP No. 74346Y 103

Item 1.

(a) Name of Issuer

PROS Holdings, Inc.

(b) Address of Issuer's Principal Executive Offices

3100 Main Street, Suite 900, Houston, TX 77002

Item 2.

(a) Name of Person Filing

Ronald F. Woestemeyer and Mariette M. Woestemeyer

(b) Address of Principal Business Office or, if none, Residence

3100 Main Street, Suite 900, Houston, TX 77002

(c) Citizenship

United States of America

(d) Title of Class of Securities

Common Stock, par value \$0.001 per share

(e) CUSIP Number

74346Y 103

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " Group, in accordance with §240.13d-1(b)(1)(ii)(J).

CUSIP No. 74346Y 103

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) The aggregate amount beneficially owned is 4,178,595 shares which consist of: (i) 931,934 shares held in the Ronald F. Woestemeyer and Mariette M. Woestemeyer - TIC; (ii) 1,000,000 shares held in the RMW 2009 Gift Trust LLC; (iii) 419,351 shares held in the RMW 2007 ILIT LLC; (iv) 603,548 shares held in the RMW - R 2007 Trust LLC; (v) 690,619 RMW -M 2007 Trust LLC; (vi) 226,522 shares held in the RMW 2012 Dynasty Trust LLC; (vii) 236,266 shares held in the RMW 2012 Legacy Trust LLC; (viii) 30,000 stock options held at a separate brokerage firm by Mrs. Woestemeyer with the right to buy, which are immediately exercisable; (ix) 28,667* shares of common stock held by Mrs. Woestemeyer at a separate brokerage firm derived from four restricted stock unit grants that have vested; and (x) 11,688** shares of common stock held by Mr. Woestemeyer at a separate brokerage firm derived from two restricted stock unit grants that have vested. ***

Mrs. Woestemeyer disclaims beneficial ownership of the shares held in the RMW 2012 Legacy Trust LLC, and sole beneficial ownership in the RMW 2009 Gift Trust LLC. Mr. Woestemeyer disclaims beneficial ownership of the shares held in the RMW - M 2007 Trust LLC, sole beneficial ownership in the RMW 2009 Gift Trust LLC, and the shares issuable upon the exercise of the stock options held by Mrs. Woestemeyer.

* 6,274 shares included in this total represent restricted stock units of Mrs. Woestemeyer that vested on January 1, 2017.

** 6,274 shares included in this total represent restricted stock units of Mr. Woestemeyer that vested on January 1, 2017.

*** The names assigned to these beneficially owned accounts may be different than the names appearing on the face of the original stock certificates. Certain of the originally-named accounts have been combined (in whole or in part), and/or converted to trust LLCs, but the tax numbers assigned to each current listed account have remained the same since issuance of the original stock certificates.

(b) Percent of class: 13.66%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

4,148,595

(ii) Shared power to vote or to direct the vote

0

(iii) Sole power to dispose or to direct the disposition of

4,178,595

(iv) Shared power to dispose or to direct the disposition of

0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following " .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

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Item 9. Notice of Dissolution of Group
Not applicable

Item 10. Certification
Not applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 14, 2017

/s/ Damian W. Olthoff, attorney-in-fact for Ronald F. Woestemeyer

/s/ Damian W. Olthoff, attorney-in-fact for Mariette M. Woestemeyer