

PROS Holdings, Inc.
Form 4
March 15, 2017

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)
03/13/2017

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 Indirect Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/13/2017		M		27,275 (1)	A	\$ 6 487,638 D
Common Stock	03/13/2017		S(2)		27,275	D	\$ 22.5 (3) 460,363 D
Common Stock	03/14/2017		M		22,725 (1)	A	\$ 6 483,088 D
Common Stock	03/14/2017		S(2)		22,725	D	\$ (4) 22.27 460,363 D

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

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- (4) Represents the average price for 50 separate transactions in a range from \$21.98 to \$22.50 on March 14, 2017.
- (5) These 50,000 NQ stock options were granted on March 26, 2007 under the PROS Holdings, Inc. 2007 Equity Incentive Plan; one-third of which were immediately exercisable, with the remainder vesting in equal installments over the following two years.
- (6) Includes: (i) 100,000 fully vested NQ stock options granted on November 15, 2007 with an expiration date of November 15, 2017; and (ii) 50,000 fully vested NQ stock options granted on May 14, 2008, with an expiration date of May 14, 2018.

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