

PROS Holdings, Inc.  
Form 4  
February 13, 2014

**FORM 4**

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

OMB APPROVAL

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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)  
02/11/2014

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 and 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership 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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(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 Security (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)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
				(A)	(D)				
Restricted Stock Units	(1)	02/11/2014	A	36,900		(2)	(2)	Common Stock	36,900
Performance Units	(4)	02/11/2014	A	73,800		01/01/2017	01/01/2017	Common Stock	73,800

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Reiner Andres 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002			President and CEO	

## Signatures

Damian Olthoff, attorney-in-fact for Andres D. Reiner 02/13/2014

         \*\*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 February 11, 2014 in the amount of 36,900 units that will vest annually, in equal installments on January 1st of each year over a four year period.

Includes: (i) 7,500 unvested restricted stock units of which the last installment will vest on Feb 24, 2014 and is associated with a Mar 9, 2010 grant; (ii) 12,500 unvested restricted stock units of which the last installment will vest on Dec 14, 2014, and is associated with a Dec 14, 2010 grant; (iii) 17,500 unvested restricted stock units which will vest in equal installments on May 10, 2014 and May 10, 2015, and (3) is associated with a May 10, 2011 grant; (iv) 40,000 unvested restricted stock units which will vest in equal installments on Jan 1, 2015 and Jan 1, 2016, and is associated with a Feb 14, 2012 grant; (v) 78,750 unvested restricted stock units which will vest in equal installments on Jan 1, 2015, Jan 1, 2016 and Jan 1, 2017, and is associated with a Jan 18, 2013 grant; and (vi) 36,900 restricted stock units which will vest in equal installments over the next four years on Jan 1st and is associated with the Feb 11, 2014 grant.

(4) One share of PROS Holdings, Inc. common stock will be issued for each performance share that vests.

Includes (i) 100,000 performance shares (market share units) which will vest on January 1, 2016 associated with the February 25, 2013 grant; and (ii) 73,800 performance shares (market share units) which will vest on January 1, 2016 associated with the February 11, 2014 grant. Both grants described above assume the maximum shares awarded.

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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