

PROS Holdings, Inc.  
 Form 4/A  
 February 16, 2016

**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 \*  
**Crump Daniel Blair**

(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)  
**01/23/2015**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**03/04/2015**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chief Operating Officer

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 (Instr. 4) |     |       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
|                                 |                                      |  |                                | (A) or (D)  | 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 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)<br>(Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|-------------------------|------------------------------|------------------|------------|---|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Performance Share Units | (1)                          | 01/23/2015       | A          | 93,400  |      |   |     |     | 01/01/2018       | 01/01/2018      | Common Stock | 93,400                     |
| Restricted Stock Units  | (3)                          | 01/23/2015       | A          | 46,700  |      |   |     |     | (4)              | (4)             | Common Stock | 46,700 (5)                 |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Crump Daniel Blair<br>3100 MAIN STREET<br>SUITE 900<br>HOUSTON, TX 77002 |               |           | Chief Operating Officer |       |

## Signatures

Damian Olthoff, attorney-in-fact for Daniel Blair Crump  
 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) One share of PROS Holdings, Inc. common stock will be issued for each performance share that vests.
- (2) Includes (i) 150,000 performance shares (market share units) which will vest on January 1, 2017 associated with a February 24, 2014 grant; and (ii) 93,400 performance shares (market share units) which will vest on January 1, 2018 associated with a February 23, 2015 grant. Both grants described herein assume the maximum possible award at 200%.
- (3) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.
- (4) This restricted stock unit grant was awarded on February 23, 2015 in the amount of 46,700 units, and vests annually in equal installments over a four year period on January 1st of each year.
- (5) This amendment is being filed to correct Table 1 where this grant was listed as a Non-Derivative Security acquired (see Remarks below).
- (6) Includes (i) 56,250 unvested restricted stock units associated with a February 24, 2014 grant, vesting in equal installments on January 1st over the next three years; and (ii) 46,700 unvested restricted stock units associated with a February 23, 2015 grant, vesting in equal installments on January 1st over the next four years.

### Remarks:

On the Form 4 filed on March 4, 2015 (the "Original Form 4"), Table I inadvertently reported the grant on January 23, 2015 of 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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