Schulz Stefan B Form 4 January 10, 2018

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287 January 31,

**OMB APPROVAL** 

Expires: 2005 Estimated average

0.5

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* Schulz Stefan B

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PROS Holdings, Inc. [PRO]

(Middle) (Last) (First)

3. Date of Earliest Transaction

Director 10% Owner

(Check all applicable)

3100 MAIN ST., SUITE 900

(Month/Day/Year) 01/08/2018

X\_ Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

EVP and CFO

4. If Amendment, Date Original

Applicable Line)

Filed(Month/Day/Year) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

HOUSTON, TX 77002

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) (Instr. 3)

Execution Date, if (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

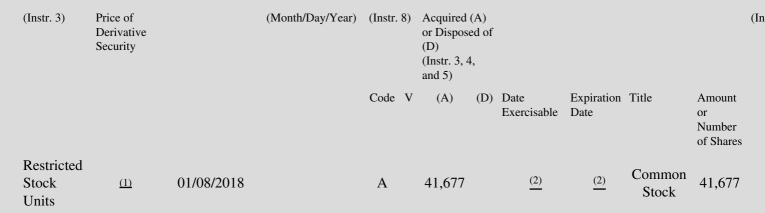
Execution Date, if any

4. 5. Number of **Transaction**Derivative Securities Code

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of 8. 1 **Underlying Securities** De (Instr. 3 and 4) Sec

#### Edgar Filing: Schulz Stefan B - Form 4



### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Schulz Stefan B 3100 MAIN ST. SUITE 900 HOUSTON, TX 77002

EVP and CFO

**Signatures** 

Damian W. Olthoff, attorney-in-fact for Stefan B. Schulz

01/10/2018

\*\*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 8, 2018 in the amount of 41,677 restricted stock units, and vests annually in equal installments over a four year period on January 10 of each year, with a final lapse date of January 10, 2022.
  - Includes (i) 41,250 unvested restricted stock units which will vest in equal installments on March 3 over the next two years, with a final lapse date of March 3, 2019, and is associated with a March 3, 2015 grant; (ii) 46,875 unvested restricted stock units which will vest in equal installments on March 1 over the next three years, with a final lapse date of March 1, 2020, and is associated with a March 24, 2016
- (3) grant; (iii) 29,400 unvested restricted stock units which will vest in equal installments on January 1 over the next three years, with a final lapse date of January 1, 2021, and is associated with a January 20, 2017 grant; and (iv) 41,677 unvested restricted stock units which will vest in four equal installments beginning January 10, 2019, with a final lapse date of January 10, 2022 and is associated with a January 8, 2018 grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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