

PROS Holdings, Inc.
Form 4
January 04, 2016

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 *
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)
01/01/2016

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)

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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	01/01/2016		M		18,750	A	\$ 23.04 (1)
					37,170	(2) (3)	D
Common Stock	01/01/2016		F		8,107	D	\$ 23.04 (1)
					29,063	(2) (3)	D
Common Stock	01/01/2016		M		11,675	A	\$ 23.04 (1)
					40,738	(2) (4)	D
Common Stock	01/01/2016		F		4,898	D	\$ 23.04
					35,840	(2) (4)	D

(1)

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 (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Units	(5)	01/01/2016		M	18,750	(3) (3)	Common Stock	18,750
Restricted Stock Units	(5)	01/01/2016		M	11,675	(4) (4)	Common Stock	11,675

Reporting Owners

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

Signatures

Damian Olthoff, attorney-in-fact for Daniel Blair Crump
01/04/2016

**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)

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The price represents the price of PROS Holdings, Inc. common stock at the close of market on December 31, 2015, the previous business day before the vest date of January 1, 2016.

- (2) Includes 5,000 shares held in a joint account controlled by Blair and Beth Crump.
- (3) This is the second tranche of a grant awarded on February 24, 2014 in the amount of 75,000 restricted stock units which vest annually, in equal installments, over a four year period commencing on January 1, 2015 and expiring on January 1, 2018.
- (4) This is the first tranche of a grant awarded on January 23, 2015 in the amount of 46,700 restricted stock units which vest annually, in equal installments, over a four year period commencing on January 1, 2016 and expiring on January 1, 2019.
- (5) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.

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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