

Dziersk Thomas  
Form 4  
January 16, 2018

**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 \*  
Dziersk Thomas

(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)  
01/12/2018

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)

EVP, Worldwide Sales

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) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------|-----------------------------------------------------------------|
|                                 |                                      |                                                    |                                | (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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(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 Securities (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) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
|-------------------------|------------------------------|------------------|------------|------------------------------------------------------|------|---|-----|-----|------------------|-----------------|--------------|----------------------------|
| Performance Share Units | (1)                          | 01/12/2018       | A          | 12,346                                               |      |   |     |     | (2)              | (2)             | Common Stock | 12,346 (2)                 |

## Reporting Owners

| Reporting Owner Name / Address                                       | Relationships |           |                      |       |
|----------------------------------------------------------------------|---------------|-----------|----------------------|-------|
|                                                                      | Director      | 10% Owner | Officer              | Other |
| Dziersk Thomas<br>3100 MAIN STREET<br>SUITE 900<br>HOUSTON, TX 77002 |               |           | EVP, Worldwide Sales |       |

## Signatures

Damian W. Olthoff, attorney-in-fact for Thomas Dziersk  
 01/16/2018  
\*\*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) One share of PROS Holdings, Inc. common stock will be issued for each performance share unit (market share unit, or "MSU") that vests. These performance share units (MSUs) were granted on January 12, 2018 in the amount of 6,173 units and vest on January 10, 2021, with
- (2) a three-year performance period beginning on January 1, 2018 and ending on December 31, 2020. The amount shown on this Form 4 assumes the maximum possible award at 200%. Includes (i) 79,338 performance shares (MSUs) which will vest on October 9, 2020 associated with an October 9, 2017 grant; and (ii)
- (3) 12,346 performance shares (MSUs) which will vest on January 10, 2021, associated with a January 12, 2018 grant. All grants described above assume the maximum shares awarded possible at 200%. This amount does not include any performance shares of other category types, such as restricted stock units.

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.