

Dziersk Thomas
Form 4
January 17, 2019

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 *
Dziersk Thomas

2. Issuer Name and Ticker or Trading Symbol
PROS Holdings, Inc. [PRO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
3100 MAIN STREET, SUITE 900

3. Date of Earliest Transaction (Month/Day/Year)
01/15/2019

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

EVP, Worldwide Sales

(Street)
HOUSTON, TX 77002

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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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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 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
Restricted Stock Units	(1)	01/15/2019	A	29,047					(2)	(2)	Common Stock	29,047
Performance Share Units	(4)	01/15/2019	A	38,730					(5)	(5)	Common Stock	38,730

Reporting Owners

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

Signatures

Damian W. Olthoff, attorney-in-fact for Thomas Dziersk	01/17/2019
**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 15, 2019 in the amount of 29,047 restricted stock units, which vest annually, in equal installments over a four-year period, with a final lapse date of January 15, 2023.

Includes: (i) 44,628 unvested restricted stock units, which vest in equal installments on October 9 for the next three years, with a final lapse date of October 9, 2021, associated with an October 9, 2017 grant; (ii) 6,945 unvested restricted stock units, which vest in equal installments on January 10 for the next three years, with a final lapse date of January 10, 2022, associated with a January 8, 2018 grant; and (iii) 29,047 unvested restricted stock units, which vest in equal installments on January 15 for the next four years, with a final lapse date of January 15, 2023, associated with a January 15, 2019 grant.
- (4) One share of PROS Holdings, Inc. (the "Company") common stock will be issued for each performance share (market share unit, or "MSU") that vests.

These performance share units (MSUs) will vest on January 15, 2022 at up to 200% of the grant amount if the Company's total recurring revenue measured according to U.S. generally accepted accounting principles meets certain minimum performance hurdles for the performance period of January 1, 2019 to December 31, 2020.

All grants below are shown at the maximum possible award of 200%, and includes: (i) 79,338 performance shares (MSUs) which will vest on October 9, 2020, associated with an October 9, 2017 grant; (ii) 12,346 performance shares (MSUs) which will vest on January 10, 2021, associated with a January 12, 2018 grant; and (iii) 38,370 performance shares (MSUs) which will vest on January 15, 2022, associated with a January 15, 2019 grant.
- (6)

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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