

PROS Holdings, Inc.  
Form 4  
January 05, 2015

**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 \*  
Murphy Charles H

(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)  
01/01/2015

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 & Chief Financial 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	01/01/2015		M		9,500	A	\$ 27.48 (1)
Common Stock	01/01/2015		F		3,981	D	\$ 27.48 (1)
Common Stock	01/01/2015		M		12,500	A	\$ 27.48 (1)
Common Stock	01/01/2015		F		5,244	D	\$ 27.48 (2)

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Common Stock	01/01/2015	M	6,750	A	<u>(1)</u> \$ 27.48	261,473 <u>(2)</u>	D
Common Stock	01/01/2015	F	3,039	D	<u>(1)</u> \$ 27.48	258,434 <u>(2)</u>	D

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	<u>(3)</u>	01/01/2015		M	9,500	<u>(4)</u> <u>(4)</u>	Common Stock	9,500
Restricted Stock Units	<u>(3)</u>	01/01/2015		M	12,500	<u>(6)</u> <u>(6)</u>	Common Stock	12,500
Restricted Stock Units	<u>(3)</u>	01/01/2015		M	6,750	<u>(7)</u> <u>(7)</u>	Common Stock	6,750

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murphy Charles H 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002			EVP & Chief Financial Officer	

## Signatures

Damian W. Olthoff, attorney-in-fact for Charles H. Murphy

01/05/2015

\_\_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) The price represents the price of PROS Holdings, Inc. common stock at the close of market on December 31, 2014, the previous business day before the vest date of January 1, 2015.
  - (2) Includes 199 shares of PROS Holdings, Inc. common stock acquired pursuant to the Issuer's Employee Stock Purchase Plan ("ESPP") as of January 1, 2015, the date of the latest available statement of the reporting persons ESPP holdings.
  - (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 January 18, 2013 in the amount of 38,000 units, and vests annually in equal installments over a four year period on January 1st of each year.  
  
Includes (i) 6,250 unvested restricted stock units associated with a May 10, 2011 grant, the last tranche of which will vest on May 10, 2015; (ii) 6,750 unvested restricted stock units associated with a February 14, 2012 grant, the last tranche of which will vest on January 1, 2016; (iii) 19,000 unvested restricted stock units associated with a January 18, 2013 grant, vesting in equal installments on January 1st over the next two years; and (iv) 12,500 unvested restricted stock units, associated with a February 11, 2014 grant, the last tranche of which will vest on January 1, 2016.
  - (6) This restricted stock unit grant was awarded on February 11, 2014 in the amount of 25,000 units, and vests annually in equal installments over a two year period on January 1st of each year, the last tranche of which will vest on January 1, 2016.
  - (7) This restricted stock unit grant was awarded on February 14, 2012 in the amount of 27,000 units, and vests annually in equal installments over a four year period on January 1st of each year.

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.