

PROS Holdings, Inc.
Form 4
March 10, 2017

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 *
Woestemeyer Mariette M

(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)
03/08/2017

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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock ⁽¹⁾ | 03/08/2017 | | M | 2,811 A | \$ 11 4,152,492 ⁽²⁾ | D | |
| Common Stock | 03/08/2017 | | S | 1,386 D | \$ 22.38 4,151,106 ⁽²⁾ ⁽³⁾ | D | |
| Common Stock ⁽¹⁾ | 03/08/2017 | | M | 7,000 A | \$ 11 4,158,106 ⁽²⁾ | D | |
| Common Stock | 03/08/2017 | | S | 3,454 D | \$ 22.36 4,154,652 ⁽²⁾ ⁽³⁾ | D | |
| Common | 03/09/2017 | | M | 5,189 A | \$ 11 4,159,841 ⁽²⁾ | D | |

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Stock ⁽¹⁾

| | | | | | | | |
|--------------|------------|---|--------|---|-------------------------|--------------------------|---|
| Common Stock | 03/09/2017 | S | 2,627 | D | \$ 21.8 | 4,157,214 ⁽²⁾ | D |
| Common Stock | 03/08/2017 | M | 15,000 | A | \$ 11 | 4,172,214 ⁽²⁾ | D |
| Common Stock | 03/08/2017 | S | 15,000 | D | \$ 22.42 ⁽³⁾ | 4,157,214 ⁽²⁾ | D |

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

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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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| NQ Stock Option | \$ 11 | 03/08/2017 | | M | 2,811 | ⁽⁴⁾ 06/27/2017 | Common Stock | 2,811 |
| NQ Stock Option | \$ 11 | 03/08/2017 | | M | 7,000 | ⁽⁴⁾ 06/27/2017 | Common Stock | 7,000 |
| NQ Stock Option | \$ 11 | 03/09/2017 | | M | 5,189 | ⁽⁴⁾ 06/27/2017 | Common Stock | 5,189 |
| NQ Stock Option | \$ 11 | 03/08/2017 | | M | 15,000 | ⁽⁴⁾ 06/27/2017 | Common Stock | 15,000 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Woestemeyer Mariette M
3100 MAIN STREET
SUITE 900
HOUSTON, TX 77002

X X

Signatures

Damian Olthoff, attorney-in-fact for Mariette M.
Woestemeyer

03/10/2017

__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) Represents a cashless exercise and hold of options and sale of shares sufficient to cover only exercise price, taxes and fees.
Includes: (i) 771,834 shares held by Ronald F. Woestemeyer and Mariette Woestemeyer; (ii) 1,000,000 shares held by The Woestemeyer 1999 Gift Trust, of which Deutsche Bank Trust Company Delaware is sole trustee; (iii) 43,998 shares held by the 2007 ILIT; (iv) 476,002 shares held by MAROKA, LLC of which Mr. and Mrs. Woestemeyer are the sole managers; (v) 344,560 shares held by Mrs. Woestemeyer's 2010 GRAT to Retained Annuity Trust; (vi) 226,522 shares held by Mrs. Woestemeyer's Dynasty Trust; (vii) 236,266 shares held by Mr. Woestemeyer's Dynasty Trust; (viii) 603,548 shares held by Mr. Woestemeyer's 2007 Irrevocable Trust; and (ix) 448,210 shares held by Mrs. Woestemeyer's 2007 Irrevocable Trust.
- (3) Represents the average price for 61 separate transactions in a range from \$22.35 to \$22.51 on March 8, 2017.
- (4) These stock options were granted on June 27, 2007, one-third of which were immediately exercisable, with the remainder vesting in equal installments over the following two years.
- (5) Column 8 has been intentionally left blank due to the fact the transactions are strictly exercise and hold of Issuer granted non-qualified stock options.

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.