

PROS Holdings, Inc.  
Form 4  
January 05, 2015

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Woestemeyer Mariette M

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  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/01/2015

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

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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4)          |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 01/01/2015                           |  | M                              | 3,828   | \$ 27.48<br><u>(1)</u>  | 4,131,719 <u>(2)</u>                                     | I<br>Held jointly with spouse Ronald F. Woestemeyer |

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)**

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| 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. Pr Deriv Secur (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------|
| Restricted Stock Units                     | (3)  | 01/01/2015                           |  | M                              | 3,828   | (4) (4)  | Common Stock  | 3,828                    |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |       |
|--|---------------|-----------|---------|-------|
|  | Director      | 10% Owner | Officer | Other |
| Woestemeyer Mariette M<br>3100 MAIN STREET<br>SUITE 900<br>HOUSTON, TX 77002 | X             | X         |         |       |

## Signatures

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

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: (i) 752,613 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 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 in Mrs. Woestemeyer's 2010 GRAT Grantor to Retained Annuity Trust; (vi) 226,522 shares held in Mrs. Woestemeyer's Dynasty Trust; (vii) 236,266 shares held in Mr. Woestemeyer's Dynasty Trust; (viii) 603,548 shares held in Mr. Woestemeyer's 2007 Irrevocable Trust; and (ix) 448,210 shares held in Mrs. Woestemeyer's 2007 Irrevocable Trust.

(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 February 11, 2014 in the amount of 3,828 units and fully vested on January 1, 2015.

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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