

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-23** | Period of Report: **2013-01-18**  
SEC Accession No. [0001209191-13-004072](#)

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### REPORTING OWNER

#### **Reiner Andres**

CIK: **1434817**

Type: **4** | Act: **34** | File No.: **001-33554** | Film No.: **13543414**

Mailing Address  
*3100 MAIN STREET  
SUITE 900  
HOUSTON TX 77002*

### ISSUER

#### **PROS Holdings, Inc.**

CIK: **1392972** | IRS No.: **760168604** | State of Incorporation: **DE** | Fiscal Year End: **1231**  
SIC: **7371** Computer programming services

Mailing Address  
*3100 MAIN STREET  
SUITE 900  
HOUSTON TX 77002*

Business Address  
*3100 MAIN STREET  
SUITE 900  
HOUSTON TX 77002  
713-335-5151*

# FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

OMB APPROVAL	
OMB Number:	3235-0287
Expires:	02/28/2011
Estimated average burden hours per response	0.5

### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person <b>Reiner Andres</b>			2. Issuer Name and Ticker or Trading Symbol <b>PROS Holdings, Inc. [PRO]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>President &amp; CEO</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/18/2013</b>			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
3100 MAIN STREET, SUITE 900 (Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					
HOUSTON, TX 77002 (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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Amount or Number of Shares
Restricted Stock Units	(1)	01/18/2013		A		105,000	(2)	(2)	Common Stock	105,000	\$ 0	231,250 (3)	D	

**Explanation of Responses:**

- Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.
- This restricted stock unit grant was awarded on January 18, 2013 in the amount of 105,000 restricted stock units and vest annually, in equal installments, on January 1st of each year over a four year period.
- Includes (i) 15,000 of unvested restricted stock which will vest in equal installments over the next two years on February 24th associated with the March 9, 2010 grant, (ii) 25,000 of unvested restricted stock which will vest in equal installments over the next two years on the date of grant associated with the December 14, 2010 grant, (iii) 26,250 of unvested restricted stock which will vest in equal installments over the next three years on the date of grant associated with the May 10, 2011 grant (iv) 60,000 of unvested restricted stock units which will vest in equal installments over the next four years on

January 1st associated with a February 14, 2012 grant and (v) 105,000 of unvested restricted stock units which will vest in equal installments over the next four years on January 1st associated with a January 18, 2013 grant.

### Signatures

J. Scott McClendon, Attorney-In-Fact for Andres Reiner

\*\* Signature of Reporting Person

01/23/2013

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**