PROS Holdin	ngs, Inc.									
Form 4										
February 27,	2015									
FORM	4					antinar			PPROVAL	
	UNITED	STATES S	SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					OMB Number:	3235-0287	
Check this if no long subject to Section 10 Form 4 or Form 5 obligation may conti <i>See</i> Instru	er <b>STATEN</b> 5. Filed pur <sup>15</sup> Section 17(	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 Sectio 30(h) of the Investment Company Act of 1940							January 31, 2005 average urs per . 0.5	
1(b).										
(Print or Type R	esponses)									
1. Name and Address of Reporting Person <u>*</u> Murphy Charles H			Symbol	er Name <b>an</b> Holdings,		-	5. Relationship of Reporting Person(s) to Issuer			
(Last)				f Earliest T	ransaction		(Check all applicable)			
3100 MAIN STREET, SUITE 900			(Month/Day/Year) 02/25/2015			Director 10% Owner X_ Officer (give title Other (specify below) below) EVP & Chief Financial Officer				
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul><li>6. Individual or Joint/Group Filing(Check</li><li>Applicable Line)</li><li>_X_ Form filed by One Reporting Person</li></ul>				
HOUSTON,	TX 77002						Form filed by Person	More than One R	eporting	
(City)	(State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed o	of, or Beneficia	lly Owned	
	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day	Date, if	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Pamindan Dan	ort on a concrete line	for each also	of	urities hore	ficially or	nad diractly	or indirectly			
Keminder: Kepo	ort on a separate line	e for each clas	ss of sec	urities bene	Perso inforn requir	ns who res nation cont ed to resp lys a curre	or indirectly. Spond to the collect tained in this form ond unless the for ntly valid OMB col	are not m	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities	Deriv
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	nstr. 3) Price of Derivative Security		(Month/Day/Year) (Instr.		(A) Disj (D) (Ins		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	02/25/2015		A		5,000		(2)	(2)	Common Stock	5,000	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	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 Murphy	n-fact for	Charles H.	02/26/2015					
***************************************	· D		D (					

<u>\*\*</u>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) Includes 5,000 restricted stock units awarded on February 25, 2015, which will fully vest on February 25, 2016.

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

(3) 2010, (iii) 12,000 unvested restricted stock units associated with a Fahuary 16, 2015 grant, vesting in equal instantients on sandary 1st over the next two years; (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; and (v) 5,000 unvested restricted stock units associated with a February 25, 2015 grant, which will vest in full on February 25, 2016.

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.