

PROS Holdings, Inc.
Form 3
March 04, 2015

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Â Schulz Stefan B

(Last) (First) (Middle)

3100 MAIN ST.,Â SUITE 900

(Street)

HOUSTON,Â TXÂ 77002

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/03/2015

3. Issuer Name and Ticker or Trading Symbol

PROS Holdings, Inc. [PRO]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner

☒ Officer ____ Other

(give title below) (specify below)

EVP and CFO

5. 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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)
(Instr. 5)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Performance Share Units	01/01/2018	01/01/2018	Common Stock	55,000 ⁽¹⁾	\$ ⁽²⁾	D	Â
Restricted Stock Unit	Â ⁽³⁾	Â ⁽³⁾	Common	82,500	\$ ⁽⁴⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schulz Stefan B 3100 MAIN ST. SUITE 900 HOUSTON, TX 77002	Â	Â	Â EVP and CFO	Â

Signatures

Damian W. Olthoff, attorney-in-fact for Stefan B. Schulz 03/04/2015

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 55,000 performance shares (market share units) which will vest on January 1, 2018, associated with a March 3, 2015 grant, and assumes the maximum shares awarded possible at 200%.
- (2) One share of PROS Holdings, Inc. common stock will be issued for each performance share that vests.
- (3) This restricted stock unit grant was awarded on March 3, 2015 in the amount of 82,500 units, and vests annually in equal installments of 20,625 shares each over a four year period on January 1st of each year.
- (4) Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.

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Remarks:

ExhibitÂ 24,Â "PowerÂ ofÂ Attorney"Â isÂ attachedÂ heretoÂ andÂ filedÂ herewith.

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.