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Schulz Stefan B Form 4 Image: Stefan B Image: St										
(Print or Type Responses)										
1. Name and Address of Reporting Schulz Stefan B	er Name and Ticker or Trading Holdings, Inc. [PRO]				5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (N	Middle) 3. Date of	3. Date of Earliest Transaction (Chec				k all applicable)				
(Month/D 3100 MAIN ST., SUITE 900 01/10/20			h/Day/Year))/2019				Director 10% Owner X Officer (give title Other (specify below) below) EVP and CFO			
Filed(Mon			ate Original r)	l		 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 				
HOUSTON, TX 77002						Person		porting		
(City) (State)	(Zip) Tak	le I - Non-l	Derivative	Securi	ities Acq	uired, Disposed of	, or Beneficiall	y Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit on(A) or Dis (Instr. 3, 4	sposed 4 and 5 (A) or	l of (D) 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 01/10/2019 Stock		Code V M	Amount 10,416	(D) A	Price \$ 32.48	112,630	D			
Common 01/10/2019 Stock		F	3,891	D	\$ 32.48	108,739	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. Transactic Code (Instr. 8)	ransactiorDerivative ode Securities		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. l De Sec (In
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(1)</u>	01/10/2019		М		10,416	(2)	(2)	Common Stock	10,416	

Reporting Owners

Reporting Owner Name / Address	Relationships							
I. S.	Director	10% Owner	Officer	Other				
Schulz Stefan B 3100 MAIN ST. SUITE 900 HOUSTON, TX 77002			EVP and	CFO				
Signatures								
Damian W. Olthoff, attorney-in Schulz	01/14/2019							
<u>**</u> Signature of Reportin	ng 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) This is the first tranche of a restricted stock unit grant awarded on January 8, 2018 in the amount of 41,667 units, and vests annually in equal installments over a four year period on January 10th of each year, with a final lapse date of January 10, 2022.

Includes: (i) 20,625 unvested restricted stock units, the final tranche of which will vest on March 3, 2019, and is associated with a March 3, 2015 grant under the PROS 2007 Equity Incentive Plan (the "2007 Plan"); (ii) 31,250 unvested restricted stock units vesting in equal installments on March 1 over the next two years, with a final lapse date of March 1, 2020, and is associated with a March 24, 2016 grant

(3) under the 2007 Plan; (iii) 19,600 unvested restricted stock units vesting in equal installments on January 1 over the next two years, with a final lapse date of January 1, 2021, and is associated with a January 20, 2017 grant under the 2007 Plan; and (iv) 31,251 unvested restricted stock units vesting in equal installments on January 10 over the next three years, with a final lapse date of January 10, 2022, and is associated with a January 8, 2018 grant under the PROS 2017 Equity Incentive Plan.

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.