

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Woestemeyer Mariette M</u> (Last) (First) (Middle) <u>3100 MAIN STREET</u> <u>SUITE 900</u> (Street) <u>HOUSTON TX 77002</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PROS Holdings, Inc. [PRO]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/01/2018</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			
Common Stock	01/01/2018		M		6,310	A	\$26.45 ⁽¹⁾	4,175,250 ⁽²⁾	I	Held jointly with spouse Ronald F. Woestemeyer

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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					
Restricted Stock Units	(3)	01/01/2018		M		6,310	(4)	(4)	Common Stock	6,310	\$0	0	D

Explanation of Responses:

1. The price represents the price of PROS Holdings, Inc. common stock at the close of market on December 29, 2017, the previous business day before the vest date of January 1, 2018.
2. Includes: (i) 796,144 shares held by Ronald F. Woestemeyer and Mariette Woestemeyer; (ii) 950,000 shares held by the Woestemeyer 1999 Gift Trust, of which Deutsche Bank Trust Company Delaware is sole trustee; (iii) 603,548 shares held by the RMW-R 2007 Trust LLC; (iv) 419,351 shares held by the RMW 2007 ILIT LLC; (v) 690,619 shares held in the RMW-M 2007 Trust LLC; (vi) 800,000 shares held in RAMOKA LLC; (vii) 226,522 shares held in the RMW 2012 Dynasty Trust LLC; (viii) 236,266 shares held in the RMW 2012 Legacy Trust LLC; and (ix) 131,934 shares held in a joint account of which Mr. and Mrs. Woestemeyer have control.
3. Each restricted stock unit represents the contingent right to receive one share of PROS Holdings, Inc. common stock.
4. Includes 6,310 restricted stock units awarded on January 3, 2017 which fully vested on January 1, 2018.

Remarks:

Damian Olthoff, attorney-in-
fact for Mariette M.
Woestemeyer 01/03/2018

** Signature of Reporting Person 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.

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