

PROS Holdings, Inc.  
Form 4  
June 17, 2008

**FORM 4**

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

OMB APPROVAL

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

**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 Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
TA ASSOCIATES INC

(Last) (First) (Middle)

JOHN HANCOCK TOWER, 200  
CLARENDON ST, 56TH FLOOR

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PROS Holdings, Inc. [PRO]

3. Date of Earliest Transaction  
(Month/Day/Year)  
06/13/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)

See General Remarks

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 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                    | 06/13/2008                           |                                                    | S                              |                                                                   | 15,000<br>(1) \$ 11.1121                                                                      | 44,520                                                   | I                                                     | See Footnote 2 (2) |
| Common Stock                    | 06/16/2008                           |                                                    | S                              |                                                                   | 14,425<br>(1) \$ 11.2693                                                                      | 30,095                                                   | I                                                     | See Footnote 2 (2) |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               | 1,636,424                                                | I                                                     | See Footnote 3 (3) |
| Common Stock                    |                                      |                                                    |                                |                                                                   |                                                                                               | 32,727                                                   | I                                                     | See Footnote       |

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

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(9-02)

**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 Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------------------|
|                                            |                                                        |                                      |                                                    | Code                           | V (A) (D)                                                                               | Date Exercisable                                         | Expiration Date                                               | Title                                      | Amount or Number of Shares                                                                      |

## Reporting Owners

| Reporting Owner Name / Address                                                                   | Relationships |           |         |                     |
|--------------------------------------------------------------------------------------------------|---------------|-----------|---------|---------------------|
|                                                                                                  | Director      | 10% Owner | Officer | Other               |
| TA ASSOCIATES INC<br>JOHN HANCOCK TOWER<br>200 CLARENDON ST, 56TH FLOOR<br>BOSTON, MA 02116      | X             |           |         | See General Remarks |
| TA ADVENT VIII LP<br>JOHN HANCOCK TOWER<br>200 CLARENDON ST, 56TH FLOOR<br>BOSTON, MA 02116      |               |           |         | See General Remarks |
| TA ASSOCIATES VIII LLC<br>JOHN HANCOCK TOWER<br>200 CLARENDON ST, 56TH FLOOR<br>BOSTON, MA 02116 |               |           |         | See General Remarks |
| TA EXECUTIVES FUND LLC<br>JOHN HANCOCK TOWER<br>200 CLARENDON ST, 56TH FLOOR<br>BOSTON, MA 02116 |               |           |         | See General Remarks |
|                                                                                                  |               |           |         | See General Remarks |

TA INVESTORS LLC  
 JOHN HANCOCK TOWER  
 200 CLARENDON ST, 56TH FLOOR  
 BOSTON, MA 02116

## Signatures

|                                                                                                                                                       |            |
|-------------------------------------------------------------------------------------------------------------------------------------------------------|------------|
| TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer                                                                                      | 06/17/2008 |
| __Signature of Reporting Person                                                                                                                       | Date       |
| TA/Advent VIII L.P., By TA Associates VIII LLC, Its General Partner, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer | 06/17/2008 |
| __Signature of Reporting Person                                                                                                                       | Date       |
| TA Associates VIII LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer                                              | 06/17/2008 |
| __Signature of Reporting Person                                                                                                                       | Date       |
| TA Investors LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer                                                    | 06/17/2008 |
| __Signature of Reporting Person                                                                                                                       | Date       |
| TA Executives Fund LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer                                              | 06/17/2008 |
| __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) These securities were sold solely by TA Executives Fund LLC.  
 These securities are owned solely by TA Executives Fund LLC. TA Associates, Inc. is the Manager of TA Executives Fund LLC. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Executives Fund LLC and disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
  - (3) These securities are owned solely by TA/Advent VIII L.P. TA Associates, Inc. is the Manager of TA Associates VIII LLC, which is the General Partner of TA/Advent VIII L.P. Each of TA Associates, Inc. and TA Associates VIII LLC may be deemed to have a beneficial interest in shares held by TA/Advent VIII L.P. and each disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.
  - (4) These securities are owned solely by TA Investors LLC. TA Associates, Inc. is the Manager of TA Investors LLC. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Investors LLC and disclaims beneficial ownership of such shares.

### Remarks:

The Reporting Persons are members of a 13(d) group. The Reporting Persons have a representative on the Issuer's board of directors.

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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