

PROS Holdings, Inc.
Form 4
May 28, 2008

FORM 4

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

OMB APPROVAL

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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)
05/27/2008

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 05/27/2008 | | J ⁽¹⁾ | 1,600,000 D | (11) 1,636,424 | I | See Footnote 2 ⁽²⁾ |
| Common Stock | 05/27/2008 | | J ⁽³⁾ | 345,600 A | (11) 345,600 | I | See Footnote 4 ⁽⁴⁾ |
| Common Stock | 05/27/2008 | | J ⁽⁵⁾ | 345,600 D | (11) 0 | I | See Footnote 6 ⁽⁶⁾ |
| Common Stock | 05/27/2008 | | J ⁽⁷⁾ | 3,200 A | (11) 3,200 | D | |

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| | | | | | | | | |
|--------------|------------|------------------|--------|---|------|--------|---|---------------------------------|
| Common Stock | 05/27/2008 | J ⁽⁸⁾ | 32,000 | D | (11) | 32,727 | I | See Footnote 9 ⁽⁹⁾ |
| Common Stock | | | | | | 59,520 | I | See Footnote 10 ⁽¹⁰⁾ |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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 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 Owned Beneficially (Instr. 3, 4, and 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

Reporting Owners

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

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

See General Remarks

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

See General Remarks

Signatures

| | |
|---|------------|
| TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer | 05/27/2008 |
| __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 | 05/27/2008 |
| __Signature of Reporting Person | Date |
| TA Associates VIII LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer | 05/27/2008 |
| __Signature of Reporting Person | Date |
| TA Investors LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer | 05/27/2008 |
| __Signature of Reporting Person | Date |
| TA Executives Fund LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer | 05/27/2008 |
| __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) TA/Advent VIII L.P. distributed 1,600,000 shares pro rata for no consideration to the partners of TA/Advent VIII L.P. in a transaction exempt under Rule 16a-9(a).
- (2) 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.
- (3) TA Associates VIII LLC is the General Partner and a Limited Partner of TA/Advent VIII L.P. and received 345,600 shares from TA/Advent VIII L.P. in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (4) These securities are owned solely by TA Associates VIII LLC. TA Associates, Inc. is the Manager of TA Associates VIII LLC, which is the General Partner of TA/Advent VIII L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates VIII LLC and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in 3,200 shares.
- (5) TA Associates VIII LLC distributed 345,600 shares pro rata for no consideration to the partners of TA Associates VIII LLC in a transaction exempt under Rule 16a-9(a).
- (6) These securities are owned solely by TA Associates VIII LLC. TA Associates, Inc. is the Manager of TA Associates VIII LLC, which is the General Partner of TA/Advent VIII L.P. TA Associates, Inc. may be deemed to have a beneficial interest in shares held by TA Associates VIII LLC and disclaims beneficial interest of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.

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- (7) TA Associates, Inc. is the General Partner of TA Associates VIII LLC and received 3,200 shares from TA Associates VIII LLC in a pro rata distribution for no consideration in a transaction exempt under Rule 16a-9(a).
- (8) TA Investors LLC distributed 32,000 shares pro rata for no consideration to the partners of TA Investors LLC in a transaction exempt under Rule 16a-9(a).
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.
- (9) 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.
- (10) 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.
- (11) Not Applicable

Remarks:

The Reporting Persons are members of a 13(d) group owning more than 10% of the Issuer's outstanding common stock. The P

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.