

PROS Holdings, Inc.
Form 4
July 06, 2007

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
07/03/2007

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

See Remarks

JOHN HANCOCK TOWER, 200
CLARENDON ST., 56TH FLOOR

(Street)

4. 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

BOSTON, MA 02116

(City) (State) (Zip)

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)			
Common Stock	07/03/2007		S	V	1,260,049	D	\$ 10.23	6,090,671 ⁽¹⁾ ₍₂₎	I	See Footnote <u>(1)</u> <u>(2)</u>

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

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SEC 1474 (9-02)

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

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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 Following Transaction (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships				Amount or Number of Shares
	Director	10% Owner	Officer	Other	
TA ASSOCIATES INC JOHN HANCOCK TOWER 200 CLARENDON ST., 56TH FLOOR BOSTON, MA 02116	X				See Remarks
ADVENT ATLANTIC & PACIFIC III LP JOHN HANCOCK TOWER 200 CLARENDON STREET, 56TH FLOOR BOSTON, MA 02116	X				See Remarks
TA ASSOCIATES AAP III PARTNERS JOHN HANCOCK TOWER 200 CLARENDON STREET, 56TH FLOOR BOSTON, MA 02116	X				See Remarks
TA ASSOCIATES VIII LLC JOHN HANCOCK TOWER 200 CLARENDON STREET, 56TH FLOOR BOSTON, MA 02116	X				See Remarks
TA EXECUTIVES FUND LLC JOHN HANCOCK TOWER 200 CLARENDON STREET, 56TH FLOOR BOSTON, MA 02116	X				See Remarks
TA INVESTORS LLC JOHN HANCOCK TOWER 200 CLARENDON STREET, 56TH FLOOR BOSTON, MA 02116	X				See Remarks
TA ADVENT VIII LP JOHN HANCOCK TOWER 200 CLARENDON STREET, 56TH FLOOR	X				See Remarks

BOSTON, MA 02116

Signatures

TA Associates, Inc., By Roberto E. Ramirez, Vice President of Finance	07/05/2007
__Signature of Reporting Person	Date
Advent Atlantic and Pacific III, L.P. By TA Associates AAP III Partners, Its General Partner, By TA Associates, Inc., Its General Partner, By Roberto E. Ramirez, Vice President of Finance	07/05/2007
**Signature of Reporting Person	Date
TA Associates AAP III Partners, By TA Associates, Inc., Its General Partner, By Roberto E. Ramirez, Vice President of Finance	07/05/2007
**Signature of Reporting Person	Date
TA Associates VIII LLC, By TA Associates, Inc., Its Manager, By Roberto E. Ramirez, Vice President of Finance	07/05/2007
**Signature of Reporting Person	Date
TA Executives Fund LLC, By TA Associates, Inc., Its Manager, By Roberto E. Ramirez, Vice President of Finance	07/05/2007
**Signature of Reporting Person	Date
TA Investors LLC, By TA Associates, Inc., Its Manager, By Roberto E. Ramirez, Vice President of Finance	07/05/2007
**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 Roberto E. Ramirez, Vice President of Finance	07/05/2007
**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) The shares are held as follows: (i) 4,967,603 shares held of record by TA/Advent VIII, L.P., (ii) 932,360 shares held of record by Advent Atlantic and Pacific III, L.P., (iii) 91,358 shares held of record by TA Executives Fund LLC, and (iv) 99,350 shares held of record by TA Investors LLC (such entities, collectively, the "TA Funds").
- (2) 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. is also the general partner of TA Associates AAP III Partners, which is the general partner of Advent Atlantic and Pacific III, L.P. TA Associates, Inc. is also the manager of TA Executives Fund LLC and TA Investors LLC. Each of TA Associates, Inc., TA Associates VIII LLC and TA Associates AAP III Partners may be deemed to have a beneficial interest in shares held by the TA Funds. Each of TA Associates, Inc., TA Associates VIII LLC and TA Associates AAP III Partners disclaims beneficial ownership of such shares, except to the extent of its pecuniary interest in such shares which is subject to indeterminable future events.

Remarks:

The reporting persons are members of a 13(d) group owning more than 10% of the issuer's outstanding common stock. The re

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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