

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 (1) \$ 11.1121	44,520	I	See Footnote 2 (2)
Common Stock	06/16/2008		S		14,425 (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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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. 3)
				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 JOHN HANCOCK TOWER 200 CLARENDON ST, 56TH FLOOR BOSTON, MA 02116	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
				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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