

PROS Holdings, Inc.  
Form 3  
June 27, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>TA ASSOCIATES INC</p> <p>(Last) (First) (Middle)</p> <p>JOHN HANCOCK TOWER 200, CLARENDON ST., 56TH FLOOR</p> <p>(Street)</p> <p>BOSTON, MA 02116</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>06/27/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>PROS Holdings, Inc. [PRO]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) See Remarks</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	7,350,720 <u>(1)</u> <u>(2)</u>	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.

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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## 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 Remarks
ADVENT ATLANTIC & PACIFIC III LP JOHN HANCOCK TOWER 200 CLARENDON ST., 56TH FLOOR BOSTON, MA 02116	X				13(d) Group
TA EXECUTIVES FUND LLC JOHN HANCOCK TOWER 200 CLARENDON ST., 56TH FLOOR BOSTON, MA 02116	X				13(d) Group
TA INVESTORS LLC JOHN HANCOCK TOWER 200 CLARENDON ST., 56TH FLOOR BOSTON, MA 02116	X				13(d) Group
TA ASSOCIATES AAP III PARTNERS JOHN HANCOCK TOWER 200 CLARENDON ST., 56TH FLOOR BOSTON, MA 02116	X				13(d) Group
TA ASSOCIATES VIII LLC JOHN HANCOCK TOWER 200 CLARENDON ST., 56TH FLOOR BOSTON, MA 02116	X				13(d) Group
TA ADVENT VIII LP JOHN HANCOCK TOWER 200 CLARENDON ST., 56TH FLOOR BOSTON, MA 02116	X				13(d) Group

## Signatures

TA Associates, Inc., By Thomas P. Alber, Chief Financial Officer

06/27/2007

\_\_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 Thomas P. Alber, Chief Financial Officer

06/27/2007

\_\_Signature of Reporting Person

Date

06/27/2007

