

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)

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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

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TA Executives Fund LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer

__Signature of Reporting Person Date

TA Investors LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer

06/27/2007

__Signature of Reporting Person Date

TA Associates AAP III Partners, By TA Associates, Inc., Its General Partner, By Thomas P. Alber, Chief Financial Officer

06/27/2007

__Signature of Reporting Person Date

TA Associates VIII LLC, By TA Associates, Inc., Its Manager, By Thomas P. Alber, Chief Financial Officer

06/27/2007

__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 Thomas P. Alber, Chief Financial Officer

06/27/2007

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 5,995,309 shares held of record by TA/Advent VIII, L.P., (ii) 1,125,248 shares held of record by Advent Atlantic and Pacific III, L.P., (iii) 110,259 shares held of record by TA Executives Fund LLC, and (iv) 119,904 shares held of record by TA Investors LLC (such entities, collectively, the "TA Funds").

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.
- (2) 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.

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Remarks:

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

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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