

Reiner Andres  
Form 4/A  
April 14, 2010

**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 \*  
Reiner Andres

(Last) (First) (Middle)

3100 MAIN STREET, SUITE 900

(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/12/2010

4. If Amendment, Date Original Filed(Month/Day/Year)  
04/14/2010

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Executive Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 04/12/2010                           |  | S(1)                           |   | 900   | D  | \$ 9.4 83,016                     |
| Common Stock                    | 04/12/2010                           |  | S(1)                           |   | 200   | D  | \$ 9.41 82,816                    |
| Common Stock                    | 04/12/2010                           |  | S(1)                           |   | 200   | D  | \$ 9.42 82,616                    |
| Common Stock                    | 04/12/2010                           |  | S(1)                           |   | 600   | D  | \$ 9.43 82,016                    |
| Common Stock                    | 04/12/2010                           |  | S(1)                           |   | 400   | D  | \$ 9.44 81,616                    |

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|              |            |              |       |   |         |        |   |
|--------------|------------|--------------|-------|---|---------|--------|---|
| Common Stock | 04/12/2010 | <u>S</u> (1) | 1,000 | D | \$ 9.45 | 80,616 | D |
| Common Stock | 04/12/2010 | <u>S</u> (1) | 300   | D | \$ 9.46 | 80,316 | D |
| Common Stock | 04/12/2010 | <u>S</u> (1) | 700   | D | \$ 9.47 | 79,616 | D |
| Common Stock | 04/12/2010 | <u>S</u> (1) | 100   | D | \$ 9.49 | 79,516 | D |
| Common Stock | 04/12/2010 | <u>S</u> (1) | 100   | D | \$ 9.5  | 79,416 | D |
| Common Stock | 04/12/2010 | <u>S</u> (1) | 500   | D | \$ 9.51 | 78,916 | D |
| Common Stock | 04/12/2010 | <u>S</u> (1) | 800   | D | \$ 9.52 | 78,116 | D |
| Common Stock | 04/12/2010 | <u>S</u> (1) | 500   | D | \$ 9.53 | 77,616 | D |
| Common Stock | 04/12/2010 | <u>S</u> (1) | 200   | D | \$ 9.54 | 77,416 | D |
| Common Stock | 04/12/2010 | <u>S</u> (1) | 500   | D | \$ 9.55 | 76,916 | D |
| Common Stock | 04/12/2010 | <u>S</u> (1) | 400   | D | \$ 9.56 | 76,516 | D |
| Common Stock | 04/12/2010 | <u>S</u> (1) | 800   | D | \$ 9.57 | 75,716 | D |
| Common Stock | 04/12/2010 | <u>S</u> (1) | 500   | D | \$ 9.58 | 75,216 | D |
| Common Stock | 04/12/2010 | <u>S</u> (1) | 200   | D | \$ 9.6  | 75,016 | D |
| Common Stock | 04/12/2010 | <u>S</u> (1) | 100   | D | \$ 9.63 | 74,916 | D |

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

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(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 | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Bene |
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|
|--|------------------------------------|--------------------------------------|--|--------------------------------|-------------------------|--|--|--|------------------------|

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|                        |   |                     |   |
|------------------------|---|---------------------|---|
| Derivative<br>Security | Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) | (Instr. 3 and 4)    | Own<br>Follo<br>Repo<br>Trans<br>(Instr |
| Code                   | V (A) (D)   | Date<br>Exercisable | Expiration<br>Date                      |
|                        |   | Title               | Amount<br>or<br>Number<br>of<br>Shares  |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Reiner Andres<br>3100 MAIN STREET<br>SUITE 900<br>HOUSTON, TX 77002 |               |           | Executive Vice President |       |

## Signatures

|   |            |
|---|------------|
| J. Scott McClendon, Attorney-in-fact for Andres<br>Reiner | 04/14/2010 |
| **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) Rule 10b5-1 Plan - The sales reported in this Form 4 was affected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 10, 2010.

### Remarks:

This amendment is filed to denote that Mr. Reiner did not exercise options, as presented in the original Form 4 filing dated April 14, 2010.  
 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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