

PROS Holdings, Inc.  
Form 3  
May 12, 2008

**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)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Robinson Jeff		(Month/Day/Year)	PROS Holdings, Inc. [PRO]	
(Last)	(First)	05/07/2008		
3100 MAIN STREET, SUITE 900			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
HOUSTON, TX 77002			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			Sr. VP Pricing Solutions	<input type="checkbox"/> Form filed by More than One Reporting Person

**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	6,437	D	

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 Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Amount or Number of Shares	or Indirect (I) (Instr. 5)
Employee Stock Option <u>(1)</u>	Â (3)	02/10/2015	Common Stock 6,250 \$ 0.43	D Â
Employee Stock Option <u>(1)</u>	Â (4)	12/30/2015	Common Stock 9,376 \$ 0.65	D Â
Employee Stock Option <u>(2)</u>	Â (5)	03/26/2017	Common Stock 36,459 \$ 6	D Â
Employee Stock Option <u>(2)</u>	Â (6)	11/15/2017	Common Stock 100,000 \$ 16.73	D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Robinson Jeff 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002	Â	Â	Â Sr. VP Pricing Solutions	Â

## Signatures

By: J. Scott McClendon, Attorney-in-Fact for Jeff Robinson 05/12/2008

\*\*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) Stock option grant under PROS Holdings, Inc. 1999 Equity Incentive Plan.
- (2) Stock option grant under PROS Holdings, Inc. 2007 Equity Incentive Plan.
- (3) These options vest annually over four years beginning on February 10, 2006 and ending on February 10, 2009.
- (4) The initial 25% of these options vested on December 30, 2006. The remaining unvested options vest monthly over the following three year period ending on December 30, 2009.
- (5) The initial 25% of these options vested on March 26, 2008. The remaining unvested options vest monthly over the following three year period ending on March 26, 2011.
- (6) These options vest monthly over 30 months beginning June 1, 2009 and ending December 1, 2011.

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### Remarks:

Exhibit List Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.