

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>Wøestemeyer Mariette M</p> <p>(Last) (First) (Middle)</p> <p>3100 MAIN STREET, SUITE 900</p> <p>(Street)</p> <p>HOUSTON, TX 77002</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 checked="" type="checkbox"/> 10% Owner<br/><input type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)</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 checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5)        |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------|
| Common Stock                       | 2,649,720                                                | D                                                                 | Wøestemeyer Mariette M.                                         |
| Common Stock                       | 1,000,000                                                | I                                                                 | Wøestemeyer 2007 Annuity Trust <sup>(1)</sup>                   |
| Common Stock                       | 1,000,000                                                | I                                                                 | Held by Wøestemeyer 1999 Gift Trust <sup>(2)</sup>              |
| Common Stock                       | 1,500,000                                                | I                                                                 | Held by Ronald F. Wøestemeyer 2007 Annuity Trust <sup>(3)</sup> |

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<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) |                                  | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|----------------------------------------------------------------|--------------------|--------------------------------------------------------------------------------------|----------------------------------|--------------------------------------------------------------------|------------------------------------------------------------------------------------------------------|-------------------------------------------------------------|
|                                               | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                                                | Amount or<br>Number of<br>Shares |                                                                    |                                                                                                      |                                                             |
| Common Stock Warrant                          | Â (4)                                                          | 01/20/2010         | Common<br>Stock                                                                      | 100,000                          | \$ 2.05                                                            | D                                                                                                    | Â                                                           |
| Common Stock Warrant                          | Â (4)                                                          | 01/20/2010         | Common<br>Stock                                                                      | 100,000                          | \$ 2.05                                                            | I                                                                                                    | Held by spouse<br><u>(1)</u>                                |

## Reporting Owners

| Reporting Owner Name / Address                                               | Relationships |           |         |       |
|------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                              | Director      | 10% Owner | Officer | Other |
| Woestemeyer Mariette M<br>3100 MAIN STREET<br>SUITE 900<br>HOUSTON, TX 77002 | Â X           | Â X       | Â       | Â     |

## Signatures

/s/ Mariette M.  
Woestemeyer

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 reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.  
This trust is for the benefit of reporting person's minor child and the trustee of the trust is Joetta Mouldin. The reporting person disclaims
- (2) beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.  
The reporting person's spouse is trustee of the trust. The reporting person disclaims beneficial ownership of these securities, and this
- (3) report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (4) The warrants shall become exercisable upon the closing of the Issuer's initial public offering.

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.