

PROS Holdings, Inc.  
Form 3  
May 16, 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	
Â Reiner Andres		(Month/Day/Year)	PROS Holdings, Inc. [PRO]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		05/07/2008		
3100 MAIN STREET,Â SUITE 900			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
HOUSTON,Â TXÂ 77002			(give title below)	(specify below)
(City)	(State)	(Zip)	Senior VP Pricing Solutions	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<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	80,468	D	Â

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)
		Title			

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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	10,782	\$ 0.65	D	Â
Employee Stock Option <u>(2)</u>	Â (5)	03/26/2017	Common Stock	50,000	\$ 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
Reiner Andres 3100 MAIN STREET SUITE 900 HOUSTON, TX 77002	Â	Â	Â Senior VP Pricing Solutions	Â

## Signatures

By: J. Scott McClendon, Attorney-in-Fact for Andres Reiner 05/16/2008

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) The options are exercisable in four equal annual installments. The installment became exercisable on February 10, 2006 with the final installment becoming exercisable on February 10, 2009.
- (4) 25% of the options vest on December 30, 2006 with the remaining shares vesting monthly, in equal installments, over a three year period.
- (5) 25% of the options vest on March 26, 2008, with the remaining shares vesting monthly, in equal installments, over a three year period.
- (6) The options vest monthly beginning June 1, 2009 in equal installments of approximately 3,333.

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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.