

PROS Holdings, Inc.  
Form 3/A  
September 04, 2007

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
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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 Woestemeyer Mariette M		(Month/Day/Year)	PROS Holdings, Inc. [PRO]	
(Last)	(First)	(Middle)	06/27/2007	
3100 MAIN STREET, Â SUITE 900			4. Relationship of Reporting Person(s) to Issuer	
(Street)			(Check all applicable)	
HOUSTON, Â TX Â 77002			<input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)	
(City)	(State)	(Zip)	5. If Amendment, Date Original Filed(Month/Day/Year)	
			06/27/2007	
1. Title of Security		2. Amount of Securities Beneficially Owned	3. Ownership Form: Direct (D) or Indirect (I)	
(Instr. 4)		(Instr. 4)	(Instr. 5)	

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

1. Title of Security	2. Amount of Securities Beneficially Owned	3. Ownership Form: Direct (D) or Indirect (I)	4. Nature of Indirect Beneficial Ownership
(Instr. 4)	(Instr. 4)	(Instr. 5)	(Instr. 5)

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	2. Date Exercisable and Expiration Date	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security	6. Nature of Indirect Beneficial Ownership
(Instr. 4)	(Month/Day/Year)	(Instr. 4)		Derivative Security: Direct (D) or Indirect (I)	(Instr. 5)
	Date Exercisable	Title	Amount or Number of Shares		
	Expiration Date				

(Instr. 5)

Director Stock Option (right to buy)	06/27/2007 <sup>(1)</sup>	06/26/2017	Common Stock	30,000	\$ 11	D	Â
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## Reporting Owners

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

## Signatures

/s/ Mariette M. Woestemeyer	08/29/2007
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\_\_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 reported stock option is immediately exercisable and vests monthly over three years following June 27, 2007.

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.