

PROS Holdings, Inc.
Form 8-A12B
June 21, 2007

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE SECURITIES EXCHANGE ACT OF 1934**

PROS Holdings, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State of incorporation or organization)

76-0168604
(I.R.S. Employer Identification No.)

3100 Main Street, Suite 900
Houston, TX
(Address of principal executive offices)

77002
(Zip Code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**
Common Stock, par value \$0.001 per share

**Name of each exchange on which
each class is to be registered**
New York Stock Exchange

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. X

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box. O

Securities Act registration statement file number to which this form relates: 333-141884.

Securities to be registered pursuant to Section 12(g) of the Act: None.

Item 1. Description of Registrant's Securities to be Registered.

PROS Holdings, Inc. (the Registrant) registers hereunder its Common Stock, par value \$0.001 per share (the Common Stock). A description of the Common Stock is incorporated herein by reference to the section captioned "Description of capital stock" in Registrant's Registration Statement on Form S-1, as amended (Commission File No. 333-141884), filed with the Securities and Exchange Commission, including any prospectus relating thereto filed subsequently pursuant to Rule 424(b) of the Securities Act of 1933, as amended, which prospectus shall be deemed to be incorporated herein by reference.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits section of Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered or listed on the New York Stock Exchange and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

Signatures

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: June 21, 2007

PROS Holdings, Inc.

By:

/s/ Ronald F. Woestemeyer
Ronald F. Woestemeyer
Executive Vice President, Strategic Business Planning