

PROS Holdings, Inc.  
Form SC 13G  
February 25, 2014

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

SCHEDULE 13G  
Under the Securities Exchange Act of 1934  
(Amendment No.    )\*

PROS Holdings, Inc.  
Common Stock  
7436Y 103  
12/31/13

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 74346Y 103

Names of Reporting Persons.

1 I.R.S. Identification Nos. of above persons (entities only).

Ronald F. Woestemeyer and Mariette M. Woestemeyer

Check the Appropriate Box if a Member of a Group (See Instructions)

2 (a) " (b) "

3 SEC Use Only

Citizenship or Place of Organization

4 United States of America  
Sole Voting Power

5 4,121,868

Shared Voting Power

6 0

Sole Dispositive Power

7 4,121,868

Shared Dispositive Power

8 0

Aggregate Amount Beneficially Owned by Each Reporting Person

9 4,151,868

Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

10 14.0%

Type of Reporting Person (See Instructions)

12 IN

CUSIP No. 74346Y 103

Item 1.

(a) Name of Issuer

PROS Holdings, Inc.

(b) Address of Issuer's Principal Executive Offices

3100 Main Street, Suite 900, Houston, TX 77002

Item 2.

(a) Name of Person Filing

Ronald F. Woestemeyer and Mariette M. Woestemeyer

(b) Address of Principal Business Office or, if none, Residence

3100 Main Street, Suite 900, Houston, TX 77002

(c) Citizenship

United States of America

(d) Title of Class of Securities

Common Stock, par value \$0.001 per share

(e) CUSIP Number

74346Y 103

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).

(e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

(g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) " A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) " Group, in accordance with §240.13d-1(b)(1)(ii)(J).



CUSIP No. 74346Y 103

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 4,151,868 shares, consisting of: (i) 831,762 shares held of record by The Ronald F. and Mariette M. Woestemeyer TEN COM; (ii) 1,000,000 shares held of record by The Woestemeyer 2009 Gift Trust and Prior Trust UAD 04/20/09; (iii) 43,998 The 2007 Irrevocable Life Insurance Trust; (iv) 476,002 shares held of record by MAROKA, LLC, of which Mr. and Mrs. Woestemeyer are the sole managers; (v) 226,522 The Mariette M. Woestemeyer 2012 Dynasty Trust UAD 03/02/12; (vi) 236,266 The Ronald F. Woestemeyer 2012 Legacy Trust UAD 07/26/12; (vii) 603,548 The Ronald F. Woestemeyer 2007 Irrevocable Trust UAD 05/24/07; (viii) 690,619 The Mariette M. Woestemeyer 2007 Irrevocable Trust UAD 05/24/07; (ix) stock options held at a separate brokerage firm by Mrs. Woestemeyer to acquire 30,000 shares, which are immediately exercisable; and (x) 13,151 shares of common stock held by Mrs. Woestemeyer at a separate brokerage firm derived from two restricted stock unit grants that have vested. Mrs. Woestemeyer disclaims beneficial ownership of the shares held of record by Mr. Woestemeyer's 2012 Legacy Trust and The Woestemeyer 2009 Gift Trust. Mr. Woestemeyer disclaims beneficial ownership of the shares held of record by Mrs. Woestemeyer's 2012 Dynasty Trust, The Woestemeyer 2009 Gift Trust, and the shares issuable upon the exercise of the stock options held by Mrs. Woestemeyer.

(b) Percent of class: 14.0%

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

4,121,868

(ii) Shared power to vote or to direct the vote

0

(iii) Sole power to dispose or to direct the disposition of

4,121,868

(iv) Shared power to dispose or to direct the disposition of

0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following " .

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable



CUSIP No. 74346Y 103

Item 9. Notice of Dissolution of Group

Not applicable

Item 10. Certification

Not applicable

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 24, 2013

/s/ Damian Olthoff, attorney-in-fact for Ronald F. Woestemeyer

/s/ Damian Olthoff, attorney-in-fact for Mariette M. Woestemeyer