

PROTEON THERAPEUTICS INC
Form 4
October 29, 2014

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
O'Leary Brendan

(Last) (First) (Middle)

C/O PRISM VENTURE PARTNERS, 75 SECOND AVENUE, SUITE 210

(Street)

NEEDHAM, MA 02494

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PROTEON THERAPEUTICS INC [PRTO]

3. Date of Earliest Transaction (Month/Day/Year)
10/27/2014

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	10/27/2014		C		374,921	A	<u>(1)</u> 374,921	I	See footnote (7)
Common Stock	10/27/2014		C		180,014	A	<u>(2)</u> 554,935	I	See footnote (7)
Common Stock	10/27/2014		C		181,125	A	<u>(3)</u> 736,060	I	See footnote (7)

Edgar Filing: PROTEON THERAPEUTICS INC - Form 4

Common Stock	10/27/2014		C	192,070	A	(4)	928,130	I	See footnote (7)
Common Stock	10/27/2014		C	252,052	A	(5)	1,180,182	I	See footnote (7)
Common Stock	10/27/2014		C	123,846	A	(6)	1,304,028	I	See footnote (7)
Common Stock	10/27/2014		P	83,170	A	\$ 10	1,387,198	I	See footnote (7)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Series A Convertible Preferred Stock	(1)	10/27/2014		C	5,000,000	(1) (1)	Common Stock 374,92
Series A-1 Convertible Preferred Stock	(2)	10/27/2014		C	2,341,664	(2) (2)	Common Stock 180,01
Series B Convertible Preferred Stock	(3)	10/27/2014		C	2,336,956	(3) (3)	Common Stock 181,12
Series C Convertible Preferred Stock	(4)	10/27/2014		C	2,478,183	(4) (4)	Common Stock 192,07

Series D Convertible Preferred Stock	(5)	10/27/2014	C	4,000,070	(5)	(5)	Common Stock	252,05
Common Stock Warrants	(6)	10/27/2014	D	1,965,454	(6)	(6)	Common Stock	123,84

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
O'Leary Brendan C/O PRISM VENTURE PARTNERS 75 SECOND AVENUE, SUITE 210 NEEDHAM, MA 02494	X			

Signatures

/s/ Dina Ciarimboli as attorney in fact for Brendan
O'Leary

10/29/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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 Series A Convertible Preferred Stock automatically converted into the Issuer's Common Stock on a 1-for-1.19 basis (after giving effect to the 1-for-15.87 reverse stock split effected by the Issuer on October 6, 2014) upon the closing of the Issuer's initial public offering without payment of further consideration and has no expiration date.

(2) The Series A-1 Convertible Preferred Stock automatically converted into the Issuer's Common Stock on a 1-for-1.22 basis (after giving effect to the 1-for-15.87 reverse stock split effected by the Issuer on October 6, 2014) upon the closing of the Issuer's initial public offering without payment of further consideration and has no expiration date.

(3) The Series B Convertible Preferred Stock automatically converted into the Issuer's Common Stock on a 1-for-1.23 basis (after giving effect to the 1-for-15.87 reverse stock split effected by the Issuer on October 6, 2014) upon the closing of the Issuer's initial public offering without payment of further consideration and has no expiration date.

(4) The Series C Convertible Preferred Stock automatically converted into the Issuer's Common Stock on a 1-for-1.23 basis (after giving effect to the 1-for-15.87 reverse stock split effected by the Issuer on October 6, 2014) upon the closing of the Issuer's initial public offering without payment of further consideration and has no expiration date.

(5) The Series D Convertible Preferred Stock automatically converted into the Issuer's Common Stock on a 1-for-1 basis (after giving effect to the 1-for-15.87 reverse stock split effected by the Issuer on October 6, 2014) upon the closing of the Issuer's initial public offering without payment of further consideration and has no expiration date.

(6) The Common Stock Warrants were exercised as a disposition to the Issuer and converted to shares of the Issuer's Common Stock upon the closing of the Issuer's initial public offering without payment of further consideration and has no expiration date.

(7) Consists of securities held directly by Prism Venture Partners V, L.P. ("PVP V") and Prism Venture Partners V-A, L.P. ("PVP V-A"). Prism Investment Partners V, L.P. ("PIP V") is the sole general partner of PVP V and PVP V-A. Prism Venture Partners V, LLC ("PVP LLC") is the sole general partner of PIP V. Brendan O'Leary ("O'Leary") is a member of PVP LLC. O'Leary may be deemed to beneficially own the shares held by PVP V and PVP V-A, but O'Leary disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Edgar Filing: PROTEON THERAPEUTICS INC - Form 4

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.