

PROTEON THERAPEUTICS INC
 Form 3
 October 21, 2014

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 Birner Hubert		(Month/Day/Year)	PROTEON THERAPEUTICS INC [PRTO]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		10/21/2014		
C/O TVM CAPITAL GROUP,Â OTTOSTRABE 4			(Check all applicable)	
	(Street)		<input checked="" type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
			<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
MUNICH,Â 2MÂ 80333			6. Individual or Joint/Group Filing(Check Applicable Line)	
(City)	(State)	(Zip)	<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)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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(Instr. 5)

Series A Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	4,468,482 <u>(1)</u>	\$ <u>(1)</u>	I	By TVM Life Science Ventures VI GmbH & Co. KG <u>(2)</u>
Series A Convertible Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	1,531,518 <u>(1)</u>	\$ <u>(1)</u>	I	By TVM Life Science Ventures VI, L.P. <u>(3)</u>
Series A-1 Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	2,092,735 <u>(4)</u>	\$ <u>(4)</u>	I	By TVM Life Science Ventures VI GmbH & Co. KG <u>(2)</u>
Series A-1 Convertible Preferred Stock	Â <u>(4)</u>	Â <u>(4)</u>	Common Stock	717,260 <u>(4)</u>	\$ <u>(4)</u>	I	By TVM Life Science Ventures VI, L.P. <u>(3)</u>
Series B Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	2,436,618 <u>(5)</u>	\$ <u>(5)</u>	I	By TVM Life Science Ventures VI GmbH & Co. KG <u>(2)</u>
Series B Convertible Preferred Stock	Â <u>(5)</u>	Â <u>(5)</u>	Common Stock	835,121 <u>(5)</u>	\$ <u>(5)</u>	I	By TVM Life Science Ventures VI, L.P. <u>(3)</u>
Series C Convertible Preferred Stock	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	2,331,391 <u>(6)</u>	\$ <u>(6)</u>	I	By TVM Life Science Ventures VI GmbH & Co. KG <u>(2)</u>
Series C Convertible Preferred Stock	Â <u>(6)</u>	Â <u>(6)</u>	Common Stock	799,043 <u>(6)</u>	\$ <u>(6)</u>	I	By TVM Life Science Ventures VI, L.P. <u>(3)</u>
Series D Convertible Preferred Stock	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	3,727,823 <u>(7)</u>	\$ <u>(7)</u>	I	By TVM Life Science Ventures VI GmbH & Co. KG <u>(2)</u>
Series D Convertible Preferred Stock	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	1,277,663 <u>(7)</u>	\$ <u>(7)</u>	I	By TVM Life Science Ventures VI, L.P. <u>(3)</u>

Option (Right to Purchase)	Â (8)	Â (8)	Series D Convertible Preferred Stock	1,316,683 (7)	\$ (8)	I	By TVM Life Science Ventures VI GmbH & Co. KG (2)
Option (Right to Purchase)	Â (8)	Â (8)	Series D Convertible Preferred Stock	451,276 (7)	\$ (8)	I	By TVM Life Science Ventures VI, L.P. (3)
Warrants (Right to Buy)	Â (9)	Â (9)	Common Stock	116,511 (10)	\$ 4.6023 (10)	I	By TVM Life Science Ventures VI GmbH & Co. KG (2)
Warrants (Right to Buy)	Â (9)	Â (9)	Common Stock	39,932 (10)	\$ 4.6023 (10)	I	By TVM Life Science Ventures VI, L.P. (3)
Stock Option (Right to Buy)	Â (11)	10/21/2014	Common Stock	6,666 (10)	\$ 10	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Birner Hubert C/O TVM CAPITAL GROUP OTTOSTRABE 4 MUNICH,Â 2MÂ 80333	Â X	Â X	Â	Â

Signatures

/s/ Rolf Starck by power of attorney for Hubert Birner 10/21/2014

__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 Series A Convertible Preferred Stock is convertible into the Issuer's Common Stock on an 1-for-1.19 basis without payment of further consideration and has no expiration date. Each share will automatically convert into the Issuer's Common Stock concurrently with the completion of the Issuer's initial public offering of Common Stock. The shares do not reflect a 1-for-15.87 reverse stock split effected on October 6, 2014.

(2) The shares are directly held by TVM Life Science Ventures VI GMBH & Co. KG ("TVM VI"). The reporting person, Alexandra Goll ("Goll"), Helmut Schuhsler ("Schuhsler") and Stefan Fischer ("Fischer") are members of the investment committee of TVM Life Science Ventures Management VI L.P. ("TVM VI Management"), a special limited partner of TVM VI, with voting and dispositive power over the shares held by TVM VI. The reporting person disclaims beneficial ownership of the shares held by TVM VI, except to the extent of his pecuniary interest therein, if any.

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- (3) The shares are directly held by TVM Life Science Ventures VI L.P. ("TVM VI LP"). The reporting person, Goll, Schuhsler and Fischer are members of the investment committee of TVM VI Management, a special limited partner of TVM VI LP, with voting and dispositive power over the shares held by TVM VI LP. The reporting person disclaims beneficial ownership of the shares held by TVM VI LP, except to the extent of his pecuniary interest therein, if any.
- (4) The Series A-1 Convertible Preferred Stock is convertible into the Issuer's Common Stock on a 1-for-1.22 basis without payment of further consideration and has no expiration date. Each share will automatically convert into the Issuer's Common Stock concurrently with the completion of the Issuer's initial public offering of Common Stock. The shares do not reflect a 1-for-15.87 reverse stock split effected on October 6, 2014.
- (5) The Series B Convertible Preferred Stock is convertible into the Issuer's Common Stock on a 1-for-1.23 basis without payment of further consideration and has no expiration date. Each share will automatically convert into the Issuer's Common Stock concurrently with the completion of the Issuer's initial public offering of Common Stock. The shares do not reflect a 1-for-15.87 reverse stock split effected on October 6, 2014.
- (6) The Series C Convertible Preferred Stock is convertible into the Issuer's Common Stock on a 1-for-1.23 basis without payment of further consideration and has no expiration date. Each share will automatically convert into the Issuer's Common Stock concurrently with the completion of the Issuer's initial public offering of Common Stock. The shares do not reflect a 1-for-15.87 reverse stock split effected on October 6, 2014.
- (7) The Series D Convertible Preferred Stock is convertible into the Issuer's Common Stock on a one-for-one basis without payment of further consideration and has no expiration date. Each share will automatically convert into the Issuer's Common Stock concurrently with the completion of the Issuer's initial public offering of Common Stock. The shares do not reflect a 1-for-15.87 reverse stock split effected on October 6, 2014.
- (8) Each of TVM VI and TVM VI LP have the right to purchase shares of Series D Convertible Preferred Stock under the Series D Purchase Agreement at a price of \$0.588656, which right to purchase is not currently exercisable and shall terminate upon the completion of the Issuer's initial public offering of Common Stock.
- (9) In connection with the Issuer's initial public offering of Common Stock, TVM VI and TVM VI LP have irrevocably elected to exercise the warrants effective and contingent upon and immediately prior to the closing of the Issuer's initial public offering. The warrants otherwise expire on an initial public offering, stock sale or deemed liquidation event.
- (10) Reflects a 1-for-15.87 reverse stock split effected on October 6, 2014.
- (11) The shares underlying this option vest 100% on the date of the next annual meeting of stockholders.

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Remarks:

Exhibit 24.1 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.