

PROTEON THERAPEUTICS INC
Form 4
October 29, 2014

FORM 4

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

OMB APPROVAL

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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 *
Kobyzev Dmitry

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
PHARMSTANDARD
INTERNATIONAL S.A., 27
SOLJENITSYNA STR.

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

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

(Street)
MOSCOW, 1Z 109004

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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	10/27/2014		P	600,000 ⁽¹⁾ A \$ 10	600,000	I	By Pharmstandard International S.A ⁽²⁾
Common Stock	10/27/2014		C	565,344 ^{(3) (4)} A ⁽³⁾ 1,165,344		I	By Pharmstandard International S.A ⁽²⁾

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

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(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		6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount of Shares
					Acquired (A)	Disposed of (D)			
Series D Convertible Preferred Stock	(3)	10/27/2014		C		8,493,925	(3) (3)	Common Stock	535 (9)
Option (Right to Purchase)	(5)	10/27/2014		J		6,795,140	(5) (5)	Series D Convertible Preferred Stock	428 (9)

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Kobyzev Dmitry
PHARMSTANDARD INTERNATIONAL S.A.
27 SOLJENITSYNA STR.
MOSCOW, 1Z 109004

X X

Signatures

/s/ Dmitry Kobyzev
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) These shares were purchased in connection with the Issuer's initial public offering of Common Stock.

The shares are held by Pharmstandard International S.A. ("Pharmstandard"). Pharmstandard is a wholly owned subsidiary of Public Joint Stock Company "Pharmstandard". As the parent entity, Public Joint Stock Company "Pharmstandard" has sole voting power and investment control over the shares. The reporting person is a representative of Pharmstandard and disclaims beneficial ownership of such shares, except to the extent of his pecuniary interest therein.

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- Upon the closing of the Issuer's initial public offering, each share of Series D Convertible Preferred Stock automatically converted into
- (3) Common Stock on a one-for-one basis (without payment of further consideration and with no expiration date) plus an additional 30,126 incremental shares as a result of an adjustment as provided for in the Company's certificate of incorporation.
 - (4) Reflects a 1-for-15.87 reverse stock split effected on October 6, 2014.

- Pharmstandard had a 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 ceased to be exercisable upon the initial filing of the Issuer's registration statement for its initial
- (5) public offering, and terminated upon the completion of the Issuer's initial public offering of Common Stock. Each share of Series D Preferred Stock issuable upon exercise of the right to purchase would have been convertible into shares of the Issuer's common stock as described in footnote (3) above.

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.

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