

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 *
Pharmstandard International S.A.

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)

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

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

65 BOULEVARD GRANDE
DUCHESS CHARLOTTE,

(Street)

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

LUXEMBOURG, N4 L-1528

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	10/27/2014		P		600,000 (1)	A	\$ 10 600,000 D (2)
Common Stock	10/27/2014		C		565,344 (3) (4)	A	(3) 1,165,344 D (2)

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

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SEC 1474
(9-02)

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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
Series D Convertible Preferred Stock	(3)	10/27/2014		C	8,493,925	(3)	(3)	Common Stock	535
Option (Right to Purchase)	(5)	10/27/2014		J	6,795,140	(5)	(5)	Series D Convertible Preferred Stock	428

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Pharmstandard International S.A. 65 BOULEVARD GRANDE DUCHESSE CHARLOTTE LUXEMBOURG, N4 L-1528		X		
Public Joint Stock Co Pharmstandard LIKHACHEVSKY DRIVE 5 "B" DOLGOPRUDNY, 1Z 141701		X		

Signatures

By: Pharmstandard International S.A. /s/ Gerard Birchen /s/ Nicolas Gasztoniyi By: Public Joint Stock Company "Pharmstandard" /s/ Igor Krylov

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

(2) Stock Company "Pharmstandard". As the parent entity, Public Joint Stock Company "Pharmstandard" has sole voting power and investment control over the shares.

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.

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- (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.

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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