

PROTEON THERAPEUTICS INC
Form 4
October 30, 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 *
TVM Life Science Ventures VI
GmbH & Co KG

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)

C/O TVM CAPITAL
GROUP, OTTOSTRASSE 4

(Street)

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

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

MUNICH, 2M 80333

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 Ownership (Instr. 4)			
			Code	V	Amount or Price					
Common Stock	10/27/2014		P		223,410 (1)	A	\$ 10	223,410	D (2)	
Common Stock	10/27/2014		P		76,590 (1)	A	\$ 10	300,000	I	By TVM Life Science Ventures VI, L.P. (3)
Common Stock	10/27/2014		C		1,107,154 (4) (5) (6) (7) (8) (9)	A	(4) (5) (6) (7) (8) (9)	1,407,154	D (2)	

Common Stock	10/27/2014	C	379,462 <u>(4) (5) (6) (7)</u> <u>(8) (10)</u>	A	<u>(4) (5) (6)</u> <u>(7) (8)</u> <u>(10)</u>	1,786,616	I	By TVM Life Science Ventures VI, L.P. <u>(3)</u>
Common Stock	10/27/2014	X ⁽¹¹⁾	116,511 <u>(11) (5)</u>	A	\$ 4.6023 <u>(11)</u>	1,903,127	D ⁽²⁾	
Common Stock	10/27/2014	X ⁽¹²⁾	39,932 ⁽¹²⁾ <u>(5)</u>	A	\$ 4.6023 <u>(12)</u>	1,943,059	I	By TVM Life Science Ventures VI, L.P. <u>(3)</u>

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 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	<u>(4)</u>	10/27/2014		C	4,468,482	<u>(4)</u> <u>(4)</u>	Common Stock 335 <u>(9)</u>
Series A Convertible Preferred Stock	<u>(4)</u>	10/27/2014		C	1,531,518	<u>(4)</u> <u>(4)</u>	Common Stock 115 <u>(9)</u>
Series A-1 Convertible Preferred Stock	<u>(6)</u>	10/27/2014		C	2,092,735	<u>(6)</u> <u>(6)</u>	Common Stock 160 <u>(9)</u>

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Series A-1 Convertible Preferred Stock	<u>(6)</u>	10/27/2014	C	717,260	<u>(6)</u>	<u>(6)</u>	Common Stock	55, (9)
Series B Convertible Preferred Stock	<u>(7)</u>	10/27/2014	C	2,436,618	<u>(7)</u>	<u>(7)</u>	Common Stock	189, (9)
Series B Convertible Preferred Stock	<u>(7)</u>	10/27/2014	C	835,121	<u>(7)</u>	<u>(7)</u>	Common Stock	64, (9)
Series C Convertible Preferred Stock	<u>(8)</u>	10/27/2014	C	2,331,391	<u>(8)</u>	<u>(8)</u>	Common Stock	180, (9)
Series C Convertible Preferred Stock	<u>(8)</u>	10/27/2014	C	799,043	<u>(8)</u>	<u>(8)</u>	Common Stock	61, (9)
Series D Convertible Preferred Stock	<u>(9)</u>	10/27/2014	C	3,727,823	<u>(9)</u>	<u>(9)</u>	Common Stock	234, (9)
Series D Convertible Preferred Stock	<u>(10)</u>	10/27/2014	C	1,277,663	<u>(10)</u>	<u>(10)</u>	Common Stock	80, (9)
Warrants (Right to Buy)	\$ 4.6023	10/27/2014	X	116,511	<u>(11)</u>	<u>(11)</u>	Common Stock	116, (9)
Warrants (Right to Buy)	\$ 4.6023	10/27/2014	X	39,932	<u>(12)</u>	<u>(12)</u>	Common Stock	39, (9)
	<u>(13)</u>	10/27/2014	J	1,316,683	<u>(13)</u>	<u>(13)</u>		

Option
(Right to
Purchase)

Series D
Convertible
Preferred
Stock 82,
(9)

Option
(Right to
Purchase)

(14)

10/27/2014

J

451,276

(14)

(14)

Series D
Convertible
Preferred
Stock 28,
(9)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TVM Life Science Ventures VI GmbH & Co KG C/O TVM CAPITAL GROUP OTTOSTRASSE 4 MUNICH, 2M 80333		X		
Fischer Stefan C/O TVM CAPITAL GROUP OTTOSTRASSE 4 MUNICH, 2M 80333		X		
Goll Alexandra C/O TVM CAPITAL GROUP OTTOSTRASSE 4 MUNICH, 2M 80333		X		
SCHUHSLER HELMUT C/O TVM CAPITAL GROUP OTTOSTRASSE 4 MUNICH, 2M 80333		X		
TVM Life Science Ventures VI LP C/O TVM CAPITAL GROUP OTTOSTRASSE 4 MUNICH, 2M 80333		X		

Signatures

TVM Life Science Ventures VI GMBH & Co. KG /s/ Josef Moosholzer, Treasurer of Techno Ventures Management LLC, general partner of TVM Life Science Ventures Management VI L.P., managing limited partner of TVM Life Science Ventures VI GMBH & Co. KG

10/29/2014

**Signature of Reporting Person

Date

TVM Life Science Ventures VI L.P /s/ Josef Moosholzer, Treasurer of Techno Ventures Management LLC, general partner of TVM Life Science Ventures Management VI L.P., managing limited partner of TVM Life Science Ventures VI L.P

10/29/2014

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<u> </u> Signature of Reporting Person	Date
/s/ Rolf Starck by power of attorney for Stefan Fischer	10/29/2014
<u> </u> Signature of Reporting Person	Date
/s/ Rolf Starck by power of attorney for Alexandra Goll	10/29/2014
<u> </u> Signature of Reporting Person	Date
/s/ Rolf Starck by power of attorney for Helmut Schuhsler	10/29/2014
<u> </u> 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 directly held by TVM Life Science Ventures VI GMBH & Co. KG ("TVM VI"). Hubert Birner ("Birner"), 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. Fischer, Goll and Schuhsler each disclaim beneficial ownership of the shares held by TVM VI, except to the extent of any pecuniary interest therein, if any.
- (2) The shares are directly held by TVM Life Science Ventures VI L.P. ("TVM VI LP"). Birner, Goll, Schuhsler, Fischer and Polack 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. TVM VI Management, Fischer, Goll and Schuhsler each disclaim beneficial ownership of the shares held by TVM VI LP, except to the extent of any pecuniary interest therein, if any.
- (3) Upon the closing of the Issuer's initial public offering, each share of Series A Convertible Preferred Stock automatically converted into Common Stock on a 1-for-1.19 basis without payment of further consideration and with no expiration date.
- (4) Reflects a 1-for-15.87 reverse stock split effected on October 6, 2014.
- (5) Upon the closing of the Issuer's initial public offering, each share of Series A-1 Convertible Preferred Stock automatically converted into Common Stock on a 1-for-1.22 basis without payment of further consideration and has no expiration date.
- (6) Upon the closing of the Issuer's initial public offering, each share of Series B Convertible Preferred Stock automatically converted into Common Stock on a 1-for-1.23 basis without payment of further consideration and has no expiration date.
- (7) Upon the closing of the Issuer's initial public offering, each share of Series C Convertible Preferred Stock automatically converted into Common Stock on a 1-for-1.23 basis without payment of further consideration and has no expiration date.
- (8) Upon the closing of the Issuer's initial public offering, each share of Series D Convertible Preferred Stock automatically converted into Common Stock on a one-for-one basis (without payment of further consideration and with no expiration date) plus an additional 5,837 incremental shares as a result of an adjustment as provided for in the Company's certificate of incorporation.
- (9) Upon the closing of the Issuer's initial public offering, each share of Series D Convertible Preferred Stock automatically converted into Common Stock on a one-for-one basis (without payment of further consideration and with no expiration date) plus an additional 2,000 incremental shares as a result of an adjustment as provided for in the Company's certificate of incorporation.
- (10) Upon the closing the Issuer's initial public offering, TVM VI exercised their warrants with cash to purchase common stock.
- (11) Upon the closing the Issuer's initial public offering, TVM VI LP exercised their warrants with cash to purchase common stock.
- TVM VI 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 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 (9) above.
- (12) TVM VI LP 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
- (13) TVM VI LP 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
- (14)

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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 (10) above.

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.