

PROTEON THERAPEUTICS INC
Form SC 13G
April 07, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Proteon Therapeutics, Inc.
(Name of Issuer)

Common Stock, par value \$0.001 per share
(Title of Class of Securities)

74371L109
(CUSIP Number)

December 31, 2014
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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*The remainder of this cover page shall be filled out for a reporting person's initial filing of this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 74371L109

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1. Name of Reporting Person
I.R.S. Identification No. of Above Person (Entities Only)

Intersouth Partners
VI, L.P.

2. Check the Appropriate Box if a Member of a Group

(a)

..

Not Applicable (b)

..

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of Shares

0

Beneficially Owned By Each Reporting Person with

6. Shared Voting Power

898,383

7. Sole Dispositive Power

0

8. Shared Dispositive Power

898,383

9. Aggregate Amount Beneficially Owned by Each Reporting Person

898,383

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

Not Applicable

11. Percent of Class Represented by Amount in Row (9)

5.5%

12. Type of Reporting Person

PN

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1. Name of Reporting Person
I.R.S. Identification No. of Above Person (Entities Only)

Intersouth Associates VI, LLC

2. Check the Appropriate Box if a Member of a Group

(a)

..

Not Applicable (b)

..

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of Shares

0

Beneficially Owned By Each Reporting Person with

6. Shared Voting Power

898,383

7. Sole Dispositive Power

0

8. Shared Dispositive Power

898,383

9. Aggregate Amount Beneficially Owned by Each Reporting Person

898,383

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

Not Applicable

11. Percent of Class Represented by Amount in Row (9)

5.5%

12. Type of Reporting Person

OO

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1. Name of Reporting Person
I.R.S. Identification No. of Above Person (Entities Only)

Mitch Mumma

2. Check the Appropriate Box if a Member of a Group

(a)

..

Not Applicable (b)

..

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power

Number of Shares

0

Beneficially Owned By

6. Shared Voting Power

Each Reporting Person with

898,383

7. Sole Dispositive Power

0

8. Shared Dispositive Power

898,383

9. Aggregate Amount Beneficially Owned by Each Reporting Person

898,383

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

Not Applicable

11. Percent of Class Represented by Amount in Row (9)

5.5%

12. Type of Reporting Person

IN

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1. Name of Reporting Person
I.R.S. Identification No. of Above Person (Entities Only)

Dennis Dougherty

2. Check the Appropriate Box if a Member of a Group

(a)

..

Not Applicable (b) ..

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

5. Sole Voting Power

Number of Shares

0

Beneficially Owned By

6. Shared Voting Power

Each Reporting Person with

898,383

7. Sole Dispositive Power

0

8. Shared Dispositive Power

898,383

9. Aggregate Amount Beneficially Owned by Each Reporting Person

898,383

10. Check Box if the Aggregate Amount in Row (9) Excludes Certain Shares

Not Applicable

11. Percent of Class Represented by Amount in Row (9)

5.5%

12. Type of Reporting Person

IN

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**Item
1(a) Name of Issuer**

Proteon Therapeutics, Inc.

**Item
1(b) Address of Issuer's Principal Executive Offices**

20 West Street, Waltham, MA 02451.

**Item
2(a) Name of Person Filing**

This Schedule 13G is being filed by Intersouth Partners VI, L.P., Intersouth Associates VI, LLC, Mitch Mumma and Dennis Dougherty (together, the "**Reporting Persons**").

**Item
2(b) Address of Principal Business Office, or if none, Residence**

102 City Hall Plaza, Suite 200, Durham, NC 27701.

**Item
2(c) Citizenship**

Dennis Dougherty and Mitch Mumma are United States citizens. Intersouth Partners VI, L.P. is a limited partnership organized under the laws of the State of Delaware. Intersouth Associates VI, LLC is a limited liability company organized under the laws of the State of Delaware.

**Item
2(d) Title of Class of Securities**

Common Stock, par value \$0.001 per share.

**Item
2(e) CUSIP Number**

74371L109

**Item
3. Filing pursuant to Rules 13d-1(b) or 13d-2(b) or (c)**

Not Applicable

Item
4. Ownership

(a) The Reporting Persons are the beneficial owners of an aggregate of 898,383 shares of Common Stock, which represents 5.5% of the Issuer's outstanding Common Stock based upon 16,449,164 shares outstanding as reported to the Reporting Persons by the Issuer on April 1, 2015. The Reporting Persons' beneficial ownership consists of 898,383 shares of Common Stock held directly by Intersouth Partners VI, L.P.

Intersouth Associates VI, LLC, the general partner of Intersouth Partners VI, L.P., may be deemed to share voting and dispositive power over the shares held directly by Intersouth Partners VI, L.P. Dennis Dougherty and Mitch Mumma are both Member Managers of Intersouth Associates VI, LLC, and share voting and dispositive power over the shares held directly by Intersouth Partners VI, L.P.

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(b) Percent of class:

Intersouth Partners VI, L.P.: 5.5%
Intersouth Associates VI, LLC: 5.5%
Mitch Mumma: 5.5%
Dennis Dougherty: 5.5%

(c) Number of shares as to which such person has:

Sole power to vote or to direct the vote: 0

Shared power to vote or to direct the vote:

Intersouth Partners VI, L.P.: 898,383

Intersouth Associates VI, LLC: 898,383

Mitch Mumma: 898,383

Dennis Dougherty: 898,383

Sole power to dispose or to direct the disposition of: 0

Shared power to dispose or to direct the disposition of:

Intersouth Partners VI, L.P.: 898,383

Intersouth Associates VI, LLC: 898,383

Mitch Mumma: 898,383

Dennis Dougherty: 898,383

Item 5. Ownership of Five Percent or Less of a Class

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

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Item 9. Notice of Dissolution of Group

Not Applicable

Item 10. Certification

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under §240.14a-11.

Exhibit Index

Exhibit A – Joint Filing Agreement

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: April 6, 2015

/s/ Mitch Mumma
Mitch Mumma

/s/ Dennis Dougherty
Dennis Dougherty

INTERSOUTH
PARTNERS VI, L.P.

By: Intersouth
Associates VI, LLC,
its general partner

By: /s/ Mitch Mumma
Name: Mitch Mumma
Title: Member
Manager

INTERSOUTH ASSOCIATES VI, LLC

By: /s/ Mitch Mumma
Name: Mitch Mumma
Title: Member
Manager

CUSIP No. 74371L109

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Exhibit A

Agreement Regarding the Joint Filing of Schedule 13g

The undersigned, being duly authorized thereunto, hereby execute this agreement as an exhibit to this Schedule 13G to evidence the agreement of the below-named parties, in accordance with the rules promulgated pursuant to the Securities Exchange Act of 1934, to file this Schedule jointly on behalf of each such party.

Date: April 6, 2015

[Signature Pages Follow]

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IN WITNESS WHEREOF, the parties hereto have executed and delivered this Agreement as of the date first written above.

/s/ Mitch Mumma
Mitch Mumma

/s/ Dennis Dougherty
Dennis Dougherty

INTERSOUTH
PARTNERS VI, L.P.

By: Intersouth
Associates VI, LLC,
its general partner

By: /s/ Mitch Mumma
Name: Mitch Mumma
Title: Member
Manager

INTERSOUTH ASSOCIATES VI, LLC

By: /s/ Mitch Mumma
Name: Mitch Mumma
Title: Member
Manager