

PROTEON THERAPEUTICS INC
Form SC 13G
February 05, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13G
UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No.)*

Proteon Therapeutics, Inc.

(Name of Issuer)

Common Stock

(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)

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

The information required in 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 (however, see the Notes).

CUSIP No. 74371L109

1. Name of Reporting Persons

MPM Bio IV NVS Strategic Fund, L.P.

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Bermuda

5. Sole Voting Power

Number of

Shares 983,381

6. Shared Voting Power

Beneficially

Owned by 0

Each 7. Sole Dispositive Power

Reporting

Person 983,381

8. Shared Dispositive Power

With:

0

9. Aggregate Amount Beneficially Owned by Each Reporting Person

983,381

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

..

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

6.0%

12. Type of Reporting Person (See Instructions)

PN

CUSIP No. 74371L109

1. Name of Reporting Persons

MPM BioVentures IV GP LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 983,381*

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

983,381*

9. Aggregate Amount Beneficially Owned by Each Reporting Person

983,381*

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

..

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

6.0%

12. Type of Reporting Person (See Instructions)

PN

* The shares are held by MPM Bio IV NVS Strategic Fund, L.P. (BV SF). The Reporting Person is the direct general partner of BV SF.

CUSIP No. 74371L109

1. Name of Reporting Persons

MPM BioVentures IV LLC

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

Delaware

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 983,381*

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

983,381*

9. Aggregate Amount Beneficially Owned by Each Reporting Person

983,381*

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

..

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

6.0%

12. Type of Reporting Person (See Instructions)

OO

* The shares are held by BV SF. The Reporting Person is the indirect general partner of BV SF.

CUSIP No. 74371L109

1. Name of Reporting Persons

Luke Evin

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 983,381*

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

983,381*

9. Aggregate Amount Beneficially Owned by Each Reporting Person

983,381*

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

..

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

6.0%

12. Type of Reporting Person (See Instructions)

IN

* The shares are held by BV SF. MPM BioVentures IV GP LLC (MPM IV GP) and MPM BioVentures IV LLC (MPM IV LLC) are the direct and indirect general partners of BV SF. The Reporting Person is a member of MPM IV LLC.

CUSIP No. 74371L109

1. Name of Reporting Persons

Ansbert Gadicke

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 983,381*

7. Sole Dispositive Power

Each

Reporting

Person 0

8. Shared Dispositive Power

With:

983,381*

9. Aggregate Amount Beneficially Owned by Each Reporting Person

983,381*

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

..

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

6.0%

12. Type of Reporting Person (See Instructions)

IN

* The shares are held by BV SF. MPM IV GP and MPM IV LLC are the direct and indirect general partners of BV SF. The Reporting Person is a member of MPM IV LLC.

CUSIP No. 74371L109

1. Name of Reporting Persons

Vaughn M. Kailian

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 983,381*

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

983,381*

9. Aggregate Amount Beneficially Owned by Each Reporting Person

983,381*

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

..

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

6.0%

12. Type of Reporting Person (See Instructions)

IN

* The shares are held by BV SF. MPM IV GP and MPM IV LLC are the direct and indirect general partners of BV SF. The Reporting Person is a member of MPM IV LLC.

CUSIP No. 74371L109

1. Name of Reporting Persons

James Paul Scopa

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 983,381*

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

983,381*

9. Aggregate Amount Beneficially Owned by Each Reporting Person

983,381*

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

..

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

6.0%

12. Type of Reporting Person (See Instructions)

IN

* The shares are held by BV SF. MPM IV GP and MPM IV LLC are the direct and indirect general partners of BV SF. The Reporting Person is a member of MPM IV LLC.

CUSIP No. 74371L109

1. Name of Reporting Persons

Todd Foley

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) (b)

3. SEC USE ONLY

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of

Shares 0

6. Shared Voting Power

Beneficially

Owned by 983,381*

Each 7. Sole Dispositive Power

Reporting

Person 0

8. Shared Dispositive Power

With:

983,381*

9. Aggregate Amount Beneficially Owned by Each Reporting Person

983,381*

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

..

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

6.0%

12. Type of Reporting Person (See Instructions)

IN

* The shares are held by BV SF. MPM IV GP and MPM IV LLC are the direct and indirect general partners of BV SF. The Reporting Person is a member of MPM IV LLC.

Item 1.

(a) Name of Issuer

Proteon Therapeutics, Inc.

(b) Address of Issuer's Principal Executive Offices

200 West Street

Waltham, Massachusetts 02451

Item 2.

(a) Name of Person Filing

MPM Bio IV NVS Strategic Fund, L.P.

MPM BioVentures IV GP LLC

MPM BioVentures IV LLC

Luke Evin

Ansbert Gadicke

Vaughn M. Kailian

James Paul Scopa

Todd Foley

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

c/o MPM Capital LLC

The John Hancock Tower

200 Clarendon Street, 54th Floor

Boston, MA 02116

(c) Citizenship

All entities were organized in Delaware except for MPM Bio IV NVS Strategic Fund, L.P., which was organized in Bermuda. The individuals are all United States citizens.

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

74371L109

Item 3. If this statement is filed pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not applicable

Item 4. Ownership

(a) Amount Beneficially Owned:

MPM Bio IV NVS Strategic Fund, L.P.	983,381
MPM BioVentures IV GP LLC	983,381(1)
MPM BioVentures IV LLC	983,381(2)
Ansbert Gadicke	983,381(3)
Luke B. Evnin	983,381(3)
Vaughn M. Kailian	983,381(3)
James Paul Scopa	983,381(3)
Todd Foley	983,381(3)
Percent of Class:	

MPM Bio IV NVS Strategic Fund, L.P.	6.0%
MPM BioVentures IV GP LLC	6.0%
MPM BioVentures IV LLC	6.0%
Ansbert Gadicke	6.0%
Luke B. Evnin	6.0%
Vaughn M. Kailian	6.0%
James Paul Scopa	6.0%
Todd Foley	6.0%

(b) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote

MPM Bio IV NVS Strategic Fund, L.P.	983,381
MPM BioVentures IV GP LLC	0
MPM BioVentures IV LLC	0
Ansbert Gadicke	0
Luke B. Evnin	0
Vaughn M. Kailian	0
James Paul Scopa	0
Todd Foley	0

(ii) Shared power to vote or to direct the vote

MPM Bio IV NVS Strategic Fund, L.P.	0
MPM BioVentures IV GP LLC	983,381(1)
MPM BioVentures IV LLC	983,381(2)

Ansbert Gadicke	983,381(3)
Luke B. Eynin	983,381(3)
Vaughn M. Kailian	983,381(3)
James Paul Scopa	983,381(3)
Todd Foley	983,381(3)

(iii) Sole power to dispose or to direct the disposition of

MPM Bio IV NVS Strategic Fund, L.P.	983,381
MPM BioVentures IV GP LLC	0
MPM BioVentures IV LLC	0
Ansbert Gadicke	0
Luke Evnin	0
Vaughn M. Kailian	0
James Paul Scopa	0
Todd Foley	0

(iv) Shared power to dispose or to direct the disposition of

MPM Bio IV NVS Strategic Fund, L.P.	0
MPM BioVentures IV GP LLC	983,381(1)
MPM BioVentures IV LLC	983,381(2)
Ansbert Gadicke	983,381(3)
Luke B. Evnin	983,381(3)
Vaughn M. Kailian	983,381(3)
James Paul Scopa	983,381(3)
Todd Foley	983,381(3)

- (1) The shares are held by BV SF. The Reporting Person is the direct general partner of BV SF.
- (2) The shares are held by BV SF. The Reporting Person is the indirect general partner of BV SF.
- (3) The shares are held by BV SF. MPM IV GP and MPM IV LLC are the direct and indirect general partners of BV SF. The Reporting Person is a member of MPM IV LLC.

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

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following “.

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 or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group

Not Applicable

Item 9. Notice of Dissolution of a Group

Not Applicable

Item 10. Certification

Not Applicable

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.

Dated: February 4, 2015

MPM BIO IV NVS STRATEGIC FUND, L.P.

By: MPM BioVentures IV GP LLC,
its General Partner

By: MPM BioVentures IV LLC,
its Managing Member

By: /s/ Luke Evin
Name: Luke Evin
Title: Member

MPM BIOVENTURES IV GP LLC

By: MPM BioVentures IV LLC,
its Managing Member

By: /s/ Luke Evin
Name: Luke Evin
Title: Member

By: /s/ Luke Evin
Name: Luke Evin

By: /s/ Vaughn M. Kailian
Name: Vaughn M. Kailian

By: /s/ Todd Foley
Name: Todd Foley

EXHIBITS

A: Joint Filing Agreement

MPM BIOVENTURES IV LLC

By: /s/ Luke Evin
Name: Luke Evin
Title: Member

By: /s/ Ansbert Gadicke
Name: Ansbert Gadicke

By: /s/ James Paul Scopa
Name: James Paul Scopa