

PROTEON THERAPEUTICS INC  
Form SC 13D/A  
August 22, 2017

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

[Rule 13d-101]

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO § 24.13d-1(a) AND  
AMENDMENTS THERETO FILED PURSUANT TO § 240.13D-2(a)

(Amendment No. 2)\*

Proteon Therapeutics, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

74371L109

(CUSIP Number)

David Clark

Elliot Press

Deerfield Mgmt, L.P.

Edgar Filing: PROTEON THERAPEUTICS INC - Form SC 13D/A

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New York, New York 10017

(212) 551-1600

With a copy to:

Mark D. Wood, Esq.

Jonathan D. Weiner, Esq.

Katten Muchin Rosenman LLP

575 Madison Avenue

New York, New York 10022

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(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

August 21, 2017

(Date of Event which Requires Filing of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box .

*Note:* Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See § 240.13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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\* 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 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 (however, see the Notes).

SCHEDULE 13D

Cusip No. 74371L109 Page 2 of 14 Pages

NAME OF REPORTING PERSONS

1

Deerfield Special Situations Fund, L.P.

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Delaware

7 SOLE VOTING POWER

**NUMBER OF** 0  
**SHARES** SHARED VOTING POWER  
**BENEFICIALLY** 8  
**OWNED BY** 149,676  
**EACH** 9 SOLE DISPOSITIVE POWER  
**REPORTING**  
**PERSON** 0  
**WITH** 10 SHARED DISPOSITIVE POWER

11 149,676  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

12 149,676  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

13 PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

14 0.85%  
TYPE OF REPORTING PERSON  
PN

SCHEDULE 13D

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NAME OF REPORTING PERSONS

1

Deerfield Partners, L.P.

CHECK THE APPROPRIATE BOX (a)  
IF A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

8 SHARED VOTING POWER

**SHARES**

**BENEFICIALLY** 86,867  
**OWNED BY** 9 SOLE DISPOSITIVE POWER  
**EACH**  
**REPORTING** 0  
**PERSON** 10 SHARED DISPOSITIVE POWER  
**WITH**  
86,867  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
11 REPORTING PERSON

86,867  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

12

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

13

0.49%  
TYPE OF REPORTING PERSON

14

PN

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NAME OF REPORTING PERSONS

1

Deerfield International Master Fund,  
L.P.

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

British Virgin Islands  
SOLE VOTING POWER

7

NUMBER OF 0

**SHARES** SHARED VOTING POWER  
**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** **8**  
110,557  
SOLE DISPOSITIVE POWER  
**9**  
0  
**10** SHARED DISPOSITIVE POWER

110,557  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
**11**

110,557  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*  
**12**

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)  
**13**

0.63%  
TYPE OF REPORTING PERSON  
**14**

PN

SCHEDULE 13D

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NAME OF REPORTING PERSONS

1

Deerfield Private Design Fund III, L.P.

CHECK THE APPROPRIATE BOX (a)  
IF A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

8 SHARED VOTING POWER

**SHARES**

**BENEFICIALLY** 877,799  
**OWNED BY** 9 SOLE DISPOSITIVE POWER  
**EACH**  
**REPORTING** 0  
**PERSON** 10 SHARED DISPOSITIVE POWER  
**WITH**  
877,799  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
11 REPORTING PERSON

877,799  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

12

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

13

4.98%  
TYPE OF REPORTING PERSON

14

PN

SCHEDULE 13D

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NAME OF REPORTING PERSONS

1

Deerfield Private Design Fund IV, L.P.

CHECK THE APPROPRIATE BOX (a)  
IF A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

WC

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

8 SHARED VOTING POWER

**SHARES**

**BENEFICIALLY** 16,082,018 (1)(2)  
**OWNED BY** 9 SOLE DISPOSITIVE POWER  
**EACH**  
**REPORTING** 0  
**PERSON** 10 SHARED DISPOSITIVE POWER  
**WITH**  
 16,082,018 (1)(2)  
 AGGREGATE AMOUNT  
**11** BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

16,082,018 (1)(2)  
 CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES\*  
**12**

PERCENT OF CLASS  
 REPRESENTED BY AMOUNT IN  
 ROW (11)  
**13**

9.985% (2)  
 TYPE OF REPORTING PERSON  
**14**

PN

(1) Comprised of shares of common stock issuable upon conversion of shares of the Issuer's Series A Convertible Preferred Stock ("Series A Convertible Preferred Stock").

(2) The provisions of the Series A Convertible Preferred Stock beneficially owned by the reporting person restrict the conversion of such securities to the extent that, upon such conversion, the number of shares of the Issuer's common

stock then beneficially owned by the holder and its affiliates and any other person or entities with which such holder would constitute a Section 13(d) “group” would exceed 9.985% of the total number of shares of the Issuer’s common stock then outstanding (the “Ownership Cap”). Accordingly, notwithstanding the number of shares reported, the reporting person disclaims beneficial ownership of the shares of common stock issuable upon conversion of such preferred stock to the extent that upon such conversion the number of shares beneficially owned by all reporting persons hereunder, in the aggregate, would exceed the Ownership Cap.

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NAME OF REPORTING PERSONS

1

Deerfield Mgmt, L.P.

CHECK THE APPROPRIATE BOX (a)  
IF A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

8 SHARED VOTING POWER

**SHARES**

**BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH** 347,100 (3)  
**9** SOLE DISPOSITIVE POWER

**10** 0 SHARED DISPOSITIVE POWER

**11** 347,100 (3)  
 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

**12** 347,100 (3)  
 CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES\*

**13** PERCENT OF CLASS  
 REPRESENTED BY AMOUNT IN  
 ROW (11)

**14** 1.97%  
 TYPE OF REPORTING PERSON

PN

(3) Comprised of shares of common stock held by Deerfield Special Situations Fund, L.P., Deerfield Partners, L.P. and Deerfield International Master Fund, L.P., of which Deerfield Mgmt, L.P. is the general partner.

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NAME OF REPORTING PERSONS

1

Deerfield Mgmt III, L.P.

CHECK THE APPROPRIATE BOX (a)  
IF A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

8 SHARED VOTING POWER

**SHARES**

**BENEFICIALLY** 877,799 (4)  
**OWNED BY** 9 SOLE DISPOSITIVE POWER  
**EACH**  
**REPORTING** 0  
**PERSON** 10 SHARED DISPOSITIVE POWER  
**WITH**  
877,799 (4)  
AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
11 REPORTING PERSON

877,799 (4)  
CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (11) EXCLUDES  
CERTAIN SHARES\*

12

PERCENT OF CLASS  
REPRESENTED BY AMOUNT IN  
ROW (11)

13

4.98%  
TYPE OF REPORTING PERSON

14

PN

(4) Comprised of shares of Common Stock held by Deerfield Private Design Fund III, L.P., of which Deerfield Mgmt III, L.P. is the general partner.

SCHEDULE 13D

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NAME OF REPORTING PERSONS

1

Deerfield Mgmt IV, L.P.

CHECK THE APPROPRIATE BOX (a)  
IF A MEMBER OF A GROUP

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Delaware

SOLE VOTING POWER

7

NUMBER OF 0

8 SHARED VOTING POWER

**SHARES**

**BENEFICIALLY** 16,082,018 (5)(6)  
**OWNED BY** 9 SOLE DISPOSITIVE POWER  
**EACH**  
**REPORTING** 0  
**PERSON** 10 SHARED DISPOSITIVE POWER  
**WITH**  
 16,082,018 (5)(6)  
 AGGREGATE AMOUNT  
**11** BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

16,082,018 (5)(6)  
 CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES\*  
**12**

PERCENT OF CLASS  
 REPRESENTED BY AMOUNT IN  
 ROW (11)  
**13**

9.985% (6)  
 TYPE OF REPORTING PERSON  
**14**

PN

(5) Comprised of shares of common stock issuable upon conversion of shares of the Issuer's Series A Convertible Preferred Stock held by Deerfield Private Design Fund IV, L.P., of which Deerfield Mgmt IV, L.P. is the general partner.

(6) See footnote 2.



SCHEDULE 13D

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NAME OF REPORTING PERSONS

1

Deerfield Management Company, L.P.

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS  
2(d) or 2(e)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

Delaware

7 SOLE VOTING POWER

**NUMBER OF** 0  
**SHARES** SHARED VOTING POWER  
**BENEFICIALLY** 8  
**OWNED BY** 17,306,917 (7)(8)  
**EACH** 9 SOLE DISPOSITIVE POWER  
**REPORTING**  
**PERSON** 0  
**WITH** 10 SHARED DISPOSITIVE POWER

11 17,306,917 (7)(8)  
 AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

12 17,306,917 (7)(8)  
 CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES\*

13 PERCENT OF CLASS  
 REPRESENTED BY AMOUNT IN  
 ROW (11)

14 9.985% (8)  
 TYPE OF REPORTING PERSON

PN

(7) Comprised of (i) an aggregate of 1,224,899 shares of common stock held by Deerfield Private Design Fund III, L.P., Deerfield Special Situations Fund, L.P., Deerfield Partners, L.P. and Deerfield International Master Fund, L.P., and (ii) 16,082,018 shares of common stock issuable upon conversion of shares of the Issuer's Series A Convertible Preferred Stock held by Deerfield Private Design Fund IV, L.P. Deerfield Management Company, L.P. is the

investment manager of Deerfield Private Design Fund III, L.P., Deerfield Special Situations Fund, L.P., Deerfield Partners, L.P., Deerfield International Master Fund, L.P. and Deerfield Private Design Fund IV, L.P.

(8) See footnote 2.

SCHEDULE 13D

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NAME OF REPORTING PERSONS

1

James E. Flynn

CHECK THE APPROPRIATE BOX  
IF A MEMBER OF A GROUP (a)

2

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

AF

CHECK BOX IF DISCLOSURE OF  
LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS

5

2(d) or 2(e)

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

United States

7 SOLE VOTING POWER

**NUMBER OF** 0  
**SHARES** SHARED VOTING POWER  
**BENEFICIALLY** 8  
**OWNED BY** 17,306,917 (9)(10)  
**EACH** 9 SOLE DISPOSITIVE POWER  
**REPORTING** 0  
**PERSON** 10 SHARED DISPOSITIVE POWER  
**WITH**

17,306,917 (9)(10)  
 AGGREGATE AMOUNT  
**11** BENEFICIALLY OWNED BY EACH  
 REPORTING PERSON

17,306,917 (9)(10)  
**12** CHECK BOX IF THE AGGREGATE  
 AMOUNT IN ROW (11) EXCLUDES  
 CERTAIN SHARES\*

**13** PERCENT OF CLASS  
 REPRESENTED BY AMOUNT IN  
 ROW (11)

9.985% (10)  
**14** TYPE OF REPORTING PERSON

IN

(9) Comprised of (i) an aggregate of 1,224,899 shares of common stock held by Deerfield Private Design Fund III, L.P., Deerfield Special Situations Fund, L.P., Deerfield Partners, L.P. and Deerfield International Master Fund, L.P.,

and (ii) 16,082,018 shares of common stock issuable upon conversion of shares of the Issuer's Series A Convertible Preferred Stock held by Deerfield Private Design Fund IV, L.P. James E. Flynn is the sole member of the general partner of each of Deerfield Mgmt, L.P., Deerfield Mgmt III, L.P., Deerfield Mgmt IV, L.P. and Deerfield Management Company, L.P. Deerfield Management Company, L.P. is the investment manager of Deerfield Special Situations Fund, L.P., Deerfield Private Design Fund III, L.P., Deerfield Private Design Fund IV, L.P., Deerfield Partners, L.P. and Deerfield International Master Fund, L.P. Deerfield Mgmt III, L.P. is the general partner of Deerfield Private Design Fund III, L.P. Deerfield Mgmt IV, L.P. is the general partner of Deerfield Private Design Fund IV, L.P. Deerfield Mgmt, L.P. is the general partner of each of Deerfield Special Situations Fund, L.P., Deerfield Partners, L.P. and Deerfield International Master Fund, L.P.

(10) See footnote 2.

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This Amendment No. 2 (this "Amendment") to Schedule 13D amends the Schedule 13D (as previously amended, the "Schedule 13D") filed by (i) Deerfield Mgmt, L.P. ("Deerfield Mgmt"), (ii) Deerfield Management Company, L.P. ("Deerfield Management"), (iii) Deerfield Mgmt III, L.P. ("Deerfield Mgmt III"), (iv) Deerfield Special Situations Fund, L.P. ("Deerfield Special Situations Fund"), (v) Deerfield Partners, L.P. ("Deerfield Partners"), (vi) Deerfield International Master Fund, L.P. ("Deerfield International Master Fund"), (vii) Deerfield Private Design Fund III, L.P. ("Deerfield Private Design Fund III"), (viii) Deerfield Private Design Fund IV, L.P. ("Deerfield Private Design Fund IV"), (ix) Deerfield Mgmt, L.P. ("Deerfield Mgmt IV") and (x) James E. Flynn ("Flynn") and, collectively with Deerfield Mgmt, Deerfield Management, Deerfield Mgmt III, Deerfield Special Situations Fund, Deerfield Partners, Deerfield International Master Fund, Deerfield Private Design Fund III, Deerfield Private Design Fund IV and Deerfield Mgmt IV, the "Reporting Persons", with respect to the securities of Proteon Therapeutics, Inc., as amended by Amendment No. 1 to the Schedule 13D filed on August 4, 2017. Deerfield Special Situations Fund, Deerfield Partners, Deerfield International Master Fund, Deerfield Private Design Fund III and Deerfield Private Design Fund IV are collectively referred to herein as the "Funds".

Capitalized terms used herein but not otherwise defined herein shall have the meanings ascribed to them in the Schedule 13D.

Item 2.

Identity and Background.

*Item 2(e) of the Schedule 13D is hereby amended by adding the following:*

On August 21, 2017, Deerfield Management voluntarily agreed to settle an SEC administrative proceeding relating to alleged violations of Section 204A of the Investment Advisers Act of 1940 (the "Advisers Act"), without admitting or denying the SEC's allegations, pursuant to an order under Section 203(e) and 203(k) of the Advisers Act (the "Order"). The Order resolved the SEC's allegations that Deerfield Management, from 2012 through 2014, violated Section 204A of the Advisers Act by failing to establish, maintain, and enforce policies and procedures reasonably designed to prevent the misuse of material, nonpublic information, particularly taking into consideration the nature of Deerfield Management's business. The Order alleged that, as part of Deerfield Management's research in the healthcare sector, Deerfield Management engaged third party consultants and research firms, including firms that specialized in providing "political intelligence" regarding upcoming regulatory and legislative decisions, that Deerfield Management employees based certain trading recommendations on such information, and that hedge funds advised by Deerfield Management then made those trades. The Order required Deerfield Management to cease and desist from committing or causing any violations and any future violations of Section 204A of the Advisers Act, censured Deerfield Management and provided that Deerfield Management will pay disgorgement and interest of \$811,695 and a civil money penalty of \$3,946,267.



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SIGNATURE

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

Dated: August 22, 2017

DEERFIELD MGMT, L.P.

By: J.E. Flynn Capital, LLC, General Partner

By: /s/ Jonathan Isler

Name: Jonathan Isler

Title: Attorney-in-Fact

DEERFIELD MGMT III, L.P.

By: J.E. Flynn Capital III, LLC, General Partner

By: /s/ Jonathan Isler

Name: Jonathan Isler

Title: Attorney-in-Fact

DEERFIELD MGMT IV, L.P.

By: J.E. Flynn Capital IV, LLC, General Partner

By: /s/ Jonathan Isler

Name: Jonathan Isler

Title: Attorney-in-Fact

DEERFIELD INTERNATIONAL MASTER FUND, L.P.

By: Deerfield Mgmt, L.P., General Partner

By: J.E. Flynn Capital, LLC, General Partner

By: /s/ Jonathan Isler

Name: Jonathan Isler

Title: Attorney-in-Fact

DEERFIELD SPECIAL SITUATIONS FUND, L.P.

By: Deerfield Mgmt, L.P., General Partner

By: J.E. Flynn Capital, LLC, General Partner

By: /s/ Jonathan Isler

Name: Jonathan Isler

Title: Attorney-in-Fact

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DEERFIELD PARTNERS, L.P.

By: Deerfield Mgmt, L.P., General Partner

By: J.E. Flynn Capital, LLC, General Partner

By: /s/ Jonathan Isler

Name: Jonathan Isler

Title: Attorney-in-Fact

DEERFIELD PRIVATE DESIGN FUND III, L.P.

By: Deerfield Mgmt III, L.P., General Partner

By: J.E. Flynn Capital III, LLC, General Partner

By: /s/ Jonathan Isler

Name: Jonathan Isler

Title: Attorney-in-Fact

DEERFIELD PRIVATE DESIGN FUND IV, L.P.

By: Deerfield Mgmt IV, L.P., General Partner

By: J.E. Flynn Capital IV, LLC, General Partner

By: /s/ Jonathan Isler

Name: Jonathan Isler

Title: Attorney-in-Fact

DEERFIELD MANAGEMENT COMPANY, L.P.

By: Flynn Management LLC, General Partner

By: /s/ Jonathan Isler

Name: Jonathan Isler

Title: Attorney-in-Fact

JAMES E. FLYNN

/s/ Jonathan Isler

Jonathan Isler, Attorney-in-Fact