

PROTEON THERAPEUTICS INC
 Form 4
 June 26, 2017

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
 GMBH, OTTOSTRASSE 4
 (Street)

3. Date of Earliest Transaction
 (Month/Day/Year)
 06/22/2017

____ Director
 ____ Officer (give title below)
 ___X___ 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
 ___X___ 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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SEC 1474
 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transaction of	5. Number of	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying Securities	8. F
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Security (Instr. 3)	or Exercise Price of Derivative Security	any (Month/Day/Year)	Code (Instr. 8)	Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/Year)	(Instr. 3 and 4)				
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Convertible Preferred Stock	\$ 0.9949	06/22/2017	P		372 (1)		(2)	(3)	Common Stock, \$0.001 par value	373,907 (4)
Series A Convertible Preferred Stock	\$ 0.9949	06/22/2017	P		128 (5)		(2)	(3)	Common Stock, \$0.001 par value	128,656 (4)

Reporting Owners

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

Signatures

TVM Life Science Ventures VI GMBH & Co. KG /s/ Stefan Fischer, Director of TVM Life Science Ventures VI LLC, general partner of TVM Life Science Ventures Management VI L.P., managing limited partner of TVM Life Science Ventures VI GMBH & Co. KG	06/26/2017
__Signature of Reporting Person	Date
TVM Life Science Ventures VI L.P /s/ Stefan Fischer, Director of TVM Life Science Ventures VI LLC, general partner of TVM Life Science Ventures Management VI L.P., managing limited partner of TVM Life Science Ventures VI L.P.	06/26/2017
__Signature of Reporting Person	Date
/s/ Stefan Fischer by power of attorney for Hubert Birner	06/26/2017
__Signature of Reporting Person	Date
/s/ Stefan Fischer	06/26/2017
__Signature of Reporting Person	Date
/s/ Stefan Fischer by power of attorney for Helmut Schuhsler	06/26/2017
__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).

- The shares are directly held by TVM Life Science Ventures VI GMBH & Co. KG ("TVM VI"). Hubert Birner ("Birner"), Stefan Fischer ("Fischer"), and Helmut Schuhsler ("Schuhsler") 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. TVM VI Management, Birner, Schuhsler and Fischer each disclaim beneficial ownership of the shares held by TVM VI, except to the extent of any pecuniary interest therein, if any. Birner is a director of the issuer.
- (1) 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. TVM VI Management, Birner, Schuhsler and Fischer each disclaim beneficial ownership of the shares held by TVM VI, except to the extent of any pecuniary interest therein, if any. Birner is a director of the issuer.
 - (2) The Series A convertible preferred stock (the "Series A Stock") is convertible, at the option of the holder, into Proteon Therapeutics Inc. common stock, \$0.001 par value per share (the "Common Stock"), at a price per share equal to \$0.9949.
 - (3) The Series A Stock has no expiration date.
- The certificate of designations for the Series A Stock contains a provision prohibiting conversion to the extent that upon conversion the
- (4) holder, together with its affiliates and any "group" members, would beneficially own in excess of 9.985% of the number of shares of Common Stock then outstanding.
- The shares are directly held by TVM Life Science Ventures VI L.P. ("TVM VI LP"). Birner, Fischer and Schuhsler 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, Birner, Fischer 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.
- (5) The shares are directly held by TVM Life Science Ventures VI L.P. ("TVM VI LP"). Birner, Fischer and Schuhsler 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, Birner, Fischer 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.

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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