

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-A

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Proteon Therapeutics, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State of incorporation or organization)

20-4580525

(I.R.S. Employer Identification No.)

**200 West Street
Waltham, MA 02451
(781) 890-0102**

(Address of principal executive offices and zip code)

Securities to be registered pursuant to Section 12(b) of the Act:

**Title of each class
to be so registered**

**Name of each exchange on which
each class is to be registered**

Common Stock, \$0.001 par value per share

The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A. (c), please check the following box. x

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to a General Instruction A.(d), please check the following box. o

Securities Act registration statement file number to which this form relates (if applicable): **333-198777**

Securities to be registered pursuant to Section 12(g) of the Act: **None.**

Item 1. Description of Registrant's Securities to be Registered.

The description of the Common Stock, par value \$0.001 per share, of Proteon Therapeutics, Inc. (the "Registrant") as included under the caption "Description of Capital Stock" in the Registrant's Registration Statement on Form S-1, as amended, originally filed with the Securities and Exchange Commission (the "Commission") on September 16, 2014 (Registration No. 333-198777), including exhibits, and as may be subsequently amended from time to time (the "Registration Statement"), is hereby incorporated by reference. In addition, all of the above-referenced descriptions included in any prospectus relating to the Registration Statement filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated by reference herein.

Item 2. Exhibits.

Under the Instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities registered hereby are not being registered pursuant to Section 12(g) of the Exchange Act

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SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Date: October 16, 2014

PROTEON THERAPEUTICS, INC.

By: /s/ Timothy P. Noyes

Name: Timothy P. Noyes

