

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Prism Venture Partners V L P</u>	2. Date of Event Requiring Statement (Month/Day/Year) 10/21/2014	3. Issuer Name and Ticker or Trading Symbol <u>PROTEON THERAPEUTICS INC [PRTO]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) <u>C/O PRISM VENTURE PARTNERS</u> <u>75 SECOND AVENUE, SUITE 210</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person
(Street) <u>NEEDHAM MA 02494</u>			
(City) (State) (Zip)			

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(1)	Common Stock	5,000,000	(1)	D ⁽²⁾	
Series A-1 Preferred Stock	(3)	(3)	Common Stock	2,341,664	(3)	D ⁽⁴⁾	
Series B Preferred Stock	(5)	(5)	Common Stock	2,336,956	(5)	D ⁽⁶⁾	
Series C Preferred Stock	(7)	(7)	Common Stock	2,478,183	(7)	D ⁽⁸⁾	
Series D Preferred Stock	(9)	(9)	Common Stock	4,000,000	(9)	D ⁽¹⁰⁾	
Common Stock Warrants	(11)	(11)	Common Stock	1,965,454	(11)	D ⁽¹¹⁾	
Options to Purchase Series D Preferred	(12)	(12)	Common Stock	1,412,955	(12)	D ⁽¹²⁾	

Explanation of Responses:

- The Series A Preferred Stock has no expiration date and will convert upon the closing of the Issuer's initial public offering at a conversion ratio of 1 share of Common Stock for every 1.149 share of preferred stock for no additional consideration. The share number listed does not reflect the 1 for 15.87 reverse stock split on October 6, 2014.
- The shares are held as follows: 3,435,500 shares held by Prism Venture Partners V, L.P. ("PVP V") and 1,564,500 shares held by Prism Venture Partners V-A, L.P. ("PVP V-A"). James A. Counihan, Brendan O'Leary and Steven J. Benson share voting and investment authority over the shares held by PVP V and PVP V-A and may be deemed to beneficially own the shares. Each of James A. Counihan, Brendan O'Leary and Steven J. Benson disclaim beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- The Series A-1 Preferred Stock has no expiration date and will convert upon the closing of the Issuer's initial public offering at a conversion ratio of 1 share of Common Stock for every 1.122 share of preferred stock for no additional consideration. The share number listed does not reflect the 1 for 15.87 reverse stock split on October 6, 2014.
- The shares are held as follows: 1,608,958 shares held by PVP V and 732,706 shares held by PVP V-A. James A. Counihan, Brendan O'Leary and Steven J. Benson share voting and investment authority over the shares held by PVP V and PVP V-A and may be deemed to beneficially own the shares. Each of James A. Counihan, Brendan O'Leary and Steven J. Benson disclaim beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- The Series B Preferred Stock has no expiration date and will convert upon the closing of the Issuer's initial public offering at a conversion ratio of 1 share of Common Stock for every 1.1243 share of preferred stock for no additional consideration. The share number listed does not reflect the 1 for 15.87 reverse stock split on October 6, 2014.
- The shares are held as follows: 1,605,724 shares held by PVP V and 731,232 shares held by PVP V-A. James A. Counihan, Brendan O'Leary and Steven J. Benson share voting and investment authority over the shares held by PVP V and PVP V-A and may be deemed to beneficially own the shares. Each of James A. Counihan, Brendan O'Leary and Steven J. Benson disclaim beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- The Series C Preferred Stock has no expiration date and will convert upon the closing of the Issuer's initial public offering at a conversion ratio of 1 share of Common Stock for every 1.1243 share of preferred stock for no additional consideration. The share number listed does not reflect the 1 for 15.87 reverse stock split on October 6, 2014.
- The shares are held as follows: 1,702,761 shares held by PVP V and 775,422 shares held by PVP V-A. James A. Counihan, Brendan O'Leary and Steven J. Benson share voting and investment authority over the shares held by PVP V and PVP V-A and may be deemed to beneficially own the shares. Each of James A. Counihan, Brendan O'Leary and Steven J. Benson disclaim beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- The Series D Preferred Stock has no expiration date and will convert upon the closing of the Issuer's initial public offering at a conversion ratio of 1 share of Common Stock for every 1 share of preferred stock for no additional consideration. The share number listed does not reflect the 1 for 15.87 reverse stock split on October 6, 2014.
- The shares are held as follows: 2,748,450 shares held by PVP V and 1,251,620 shares held by PVP V-A. James A. Counihan, Brendan O'Leary and Steven J. Benson share voting and investment authority over the shares held by PVP V and PVP V-A and may be deemed to beneficially own the shares. Each of James A. Counihan, Brendan O'Leary and Steven J. Benson disclaim beneficial ownership of these shares except to the extent of his pecuniary interest therein.
- The warrants are exercisable for an exercise price of \$.29 per share following a 1 for 15.87 reverse stock split on October 6, 2014 and are held as follows: 1,350,465 warrants held by PVP V and 614,989 warrants held by PVP V-A. The share number listed reflects the 1 for 15.87 reverse stock split on October 6, 2014.
- Each of PVP V and PVP V-A have the right to purchase shares of Series D Convertible Preferred Stock under the Series D Purchase Agreement at a price of \$0.588656, which right to purchase is not currently exercisable and shall terminate upon the completion of the Issuer's initial public offering of Common Stock. The share number listed does not reflect the 1 for 15.87 reverse stock split on October 6, 2014.

Remarks:

Brendan O'Leary, Managing 10/21/2014
Member of Prism Investment

[Partners V, L.P., the general partner of Prism Venture Partners V, LLC, the general Partner of Prism Venture Partners V, L.P.](#)
[Brendan O'Leary, Managing Member of Prism Investment Partners V, L.P., the general partner of Prism Venture Partners V, LLC, the general Partner of Prism Venture Partners V-A, L.P.](#) [10/21/2014](#)
[Brendan O'Leary](#) [10/21/2014](#)
** Signature of Reporting Person Date

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

* If the form is filed by more than one reporting person, see Instruction 5 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.