

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 13D
Under the Securities Exchange Act of 1934

PROTEON THERAPEUTICS, INC.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

74371L109

(CUSIP Number)

John Heard
Abingworth LLP
Princes House
38 Jermyn Street
London, England SW1Y 6DN
+44 20 7534 1500

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

October 21, 2014

(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.

*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).

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only):

Abingworth LLP
98-051-8585

2. Check the Appropriate Box if a Member of a Group

- (a)
(b)

3. SEC Use Only

4. Source of Funds (See Instructions): WC (See Item 3)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization: England

Number of Shares	7. Sole Voting Power:	0
Beneficially Owned by	8. Shared Voting Power:	2,017,872*
Each Reporting Person With	9. Sole Dispositive Power:	0
	10. Shared Dispositive Power:	2,017,872*

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 2,017,872*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11): 13.5%*

14. Type of Reporting Person (See Instructions): PN

*As of October 31, 2014 (the "Filing Date"), Abingworth LLP ("Abingworth") may be deemed to beneficially own an aggregate of 2,017,872[1] shares of common stock, \$0.001 par value per share ("Common Stock"), of Proteon Therapeutics, Inc. (the "Issuer"). The number of shares of Common Stock reported above consists of 2,017,872 shares of Common Stock held by Abingworth Bioventures VI, LP ("ABV VI"). Abingworth, as the investment manager of ABV VI, may be deemed to beneficially own the 2,017,872 shares of Common Stock held by ABV VI. Thus, as of the Filing Date, for purposes of Rule 13d-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), Abingworth may be deemed to beneficially own 13.5% of the shares of Common Stock deemed issued and outstanding.

The foregoing beneficial ownership percentage is based upon 14,993,903 shares of Common Stock issued and outstanding immediately after the consummation of the Issuer's initial public offering, as reported by the Issuer in its Prospectus (File No. 333-198777), dated October 21, 2014 and filed with the Securities and Exchange Commission ("SEC") on October 22, 2014 pursuant to Rule 424(b)(4) under the Securities Act of 1933, as amended (the "Securities Act").

[1] All share amounts have been adjusted to reflect a 1-for-15.87 reverse stock split of the shares of Common Stock. The effective date of the reverse stock split was October 6, 2014.

1. Names of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only):

Abingworth Bioventures VI, LP
98-040-3543

2. Check the Appropriate Box if a Member of a Group

- (a)
(b)

3. SEC Use Only

4. Source of Funds (See Instructions): WC (See Item 3)

5. Check if Disclosure of Legal Proceedings Is Required Pursuant to Items 2(d) or 2(e):

6. Citizenship or Place of Organization: England

Number of Shares	7. Sole Voting Power:	0
Beneficially Owned by	8. Shared Voting Power:	2,017,872*
Each Reporting Person With	9. Sole Dispositive Power:	0
	10. Shared Dispositive Power:	2,017,872*

11. Aggregate Amount Beneficially Owned by Each Reporting Person: 2,017,872*

12. Check if the Aggregate Amount in Row (11) Excludes Certain Shares (See Instructions):

13. Percent of Class Represented by Amount in Row (11): 13.5%*

14. Type of Reporting Person (See Instructions): PN

*As of the Filing Date, ABV VI held an aggregate of 2,017,872 shares of Common Stock. Thus, as of the Filing Date, for purposes of Rule 13d-3 under the Exchange Act, ABV VI may be deemed to beneficially own 13.5% of the shares of Common Stock deemed issued and outstanding. The foregoing beneficial ownership percentage is based upon 14,993,903 shares of Common Stock issued and outstanding immediately after the consummation of the Issuer's initial public offering, as reported by the Issuer in its Prospectus (File No. 333-198777), dated October 21, 2014 and filed with the SEC on October 22, 2014 pursuant to Rule 424(b)(4) under the Securities Act. Abingworth, as the investment manager of ABV VI, may be deemed to beneficially own the 2,017,872 shares of Common Stock held by ABV VI.

Item 1. Security and Issuer

This Schedule 13D relates to the shares of common stock, \$0.001 par value per share ("Common Stock"), of Proteon Therapeutics, Inc., a Delaware corporation (the "Issuer"). The principal executive offices of the Issuer are located at 200 West Street, Waltham, Massachusetts 02451.

Item 2. Identity and Background

This statement is being filed on behalf of (i) Abingworth Bioventures VI, LP ("ABV VI"), and (ii) Abingworth LLP, an English limited liability partnership, the investment manager of ABV VI ("Abingworth" and together with ABV VI, the "Reporting Persons").

Abingworth Bioventures VI GP LP, a Scottish limited partnership, serves as the general partner of ABV VI, an English limited partnership. Abingworth General Partner VI LLP, an English limited liability partnership, serves as the general partner of Abingworth Bioventures VI GP LP. ABV VI (acting by its general partner Abingworth Bioventures VI GP LP, acting by its general partner Abingworth General Partner VI LLP) has delegated to Abingworth all investment and dispositive power over the securities held by ABV VI. An investment committee of Abingworth, comprised of Joseph Anderson, Michael F. Bigham, Stephen W. Bunting, Genghis Lloyd-Harris, and Timothy Haines approves investment and voting decisions by a majority vote, and no individual member has the sole control or voting power over the securities held by ABV VI. Each of Abingworth Bioventures VI GP LP, Abingworth General Partner VI LLP, Joseph Anderson, Michael F. Bigham, Stephen W. Bunting, Genghis Lloyd-Harris, and Timothy Haines disclaims beneficial ownership of the securities held by the ABV VI.

The address of the principal business office of each of the Reporting Persons is c/o Abingworth LLP, Princes House, 38 Jermyn Street, London, England SW1Y 6DN.

The principal business of ABV VI is to invest in and assist growth-oriented businesses in the life science and biomedical industries. The principal business of Abingworth is to serve as the investment manager to certain investment funds, including ABV VI.

Neither the Reporting Persons nor any of their executive officers has, during the last five years, been convicted in a criminal proceeding.

Neither the Reporting Persons nor any of their executive officers has, during the last five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

Item 3. Source and Amount of Funds or Other Consideration

On May 13, 2014, ABV VI purchased 1,010,969 shares of Series D Redeemable Convertible Preferred Stock ("Series D Stock") pursuant to that certain Series D Preferred Stock Purchase Agreement (the "Series D Purchase Agreement"). ABV VI purchased these shares of Series D Stock with its investment capital. Pursuant to the Series D Purchase Agreement, ABV VI also acquired the right to purchase an additional 808,775 shares of Series D Stock.

Prior to October 21, 2014 Abingworth beneficially owned 1,819,744 shares of Series D Stock, all of which were held by ABV VI. The number of shares of Series D Stock reported above consisted of (i) 1,010,969 shares of Series D Stock held by ABV VI and (ii) a right to purchase 808,775 shares of Series D Stock.

Upon the consummation of the Issuer's initial public offering (the "IPO"), 1,010,969 shares of Series D Stock held by ABV VI were exchanged for 1,067,872 shares of Common Stock of the Issuer on a one-for-one basis plus an additional 56,903 incremental shares of Common Stock as a result of an adjustment as provided for in the Issuer's certificate of incorporation. The right to purchase 808,775 shares of Series D Stock held by ABV VI terminated upon the consummation of the IPO pursuant to the terms of the Series D Purchase Agreement. Abingworth does not directly own any of these shares of Common Stock.

On October 27, 2014, ABV VI purchased an additional 950,000 shares of Common Stock of the Issuer in the IPO at the public offering price of \$10.00 per share. ABV VI purchased these shares of Common Stock with its investment capital. Abingworth does not directly own any of these shares of Common Stock.

Item 4. Purpose of Transaction

The Reporting Persons acquired the securities reported herein for investment in the ordinary course of business because of their belief that the Issuer represents an attractive investment based on the Issuer's business prospects and strategy. The Reporting Persons reserve the right to acquire, or cause to be acquired, additional securities of the Issuer, to dispose of, or cause to be disposed of, such securities at any time or to formulate other purposes, plans or proposals regarding the Issuer or any of its securities, to the extent deemed advisable in light of general investment and trading policies of the Reporting Persons, market conditions or other factors.

Currently, Timothy Haines, an Investment Director and Partner of Abingworth, serves on the Board of Directors of the Issuer (the "Board"). Mr. Haines was appointed to the Board in May 2014. Mr. Haines also serves on the Governance and Nominating Committee and the Compensation Committee of the Board.

Except as set forth herein, the Reporting Persons do not have any plan or proposal that would relate to, or result in, any of the matters set forth under subsections (a) through (j) of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer

As of the Event Date, ABV VI holds an aggregate of 2,017,872 shares of Common Stock. Thus, as of the Filing Date, for purposes of Rule 13d-3 under the Exchange Act, ABV VI may be deemed to beneficially own 13.5% of the shares of Common Stock deemed issued and outstanding. The foregoing beneficial ownership percentage is based upon 14,993,903 shares of Common Stock issued and outstanding immediately after the consummation of the Issuer's IPO on October 27, 2014, as reported by the Issuer in its Prospectus (File No. 333-198777), dated October 21, 2014 and filed with the SEC on October 22, 2014 pursuant to Rule 424(b)(4) under the Securities Act (the "Prospectus").

Abingworth is not the owner of record of any shares of Common Stock. Abingworth, as the investment manager to ABV VI, may be deemed to beneficially own, in the aggregate, 2,017,872 shares of Common Stock, representing approximately 13.5% of the shares of Common Stock of the Issuer deemed issued and outstanding as of the Filing Date. The foregoing beneficial ownership percentages are based upon 14,993,903 shares of Common Stock issued and outstanding immediately after the consummation of the Issuer's IPO on October 27, 2014, as reported by the Issuer in the Prospectus.

As set forth in the cover sheets to this Schedule 13D, (i) ABV VI has shared voting and dispositive power with respect to the 2,017,872 shares of Common Stock held by ABV VI, and does not have sole voting and dispositive power over any of the securities reported herein; (ii) Abingworth has shared voting and dispositive power with respect to the 2,017,872 shares of Common Stock held by ABV VI, and does not have sole voting and dispositive power over any of the securities reported herein.

Upon the consummation of the IPO, 1,010,969 shares of Series D Stock held by ABV VI were exchanged for 1,064,188 shares of Common Stock of the Issuer on a one-for-one basis plus an additional 56,903 incremental shares as a result of an adjustment as provided for in the Issuer's certificate of incorporation. Additionally, on October 27, 2014, ABV VI purchased 950,000 shares of Common Stock of the Issuer in the IPO at the public offering price of \$10.00 per share.

Except as described herein, during the past sixty (60) days on or prior to October 21, 2014 (the "Event Date"), and from the Event Date to the Filing Date, there were no other purchases or sales of shares of Common Stock, or securities convertible into or exchangeable for shares of Common Stock, by the Reporting Persons or any person or entity for which the Reporting Persons possess voting or dispositive control over the securities thereof.

ABV VI has the right to receive dividends from, or proceeds from the sale of, the shares of Common Stock beneficially owned by it. The partners of ABV VI have the right to participate indirectly in the receipt of dividends from, or proceeds from the sale of, the shares of Common Stock beneficially owned by it, in accordance with their respective ownership interests in ABV VI.

Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

In connection with the IPO, ABV VI entered into an Investors' Rights Agreement (the "Investors' Rights Agreement") running in favor of the underwriters of the IPO (the "Underwriters"). ABV VI agreed that, beginning October 21, 2014 and continuing through the close of trading on the date that is 180 days after the date of the Prospectus, ABV VI will not, without the prior written consent of the representatives of the Underwriters, dispose of or hedge any shares of Common Stock or any securities convertible into or exchangeable for shares of Common Stock. Pursuant to the terms of the Investors' Rights Agreement, the additional 950,000 shares of Common Stock purchased by ABV VI in the IPO are not subject to the foregoing restrictions. The Underwriters' representatives, in their sole discretion, together may release any of the securities subject to the Investors' Rights Agreement at any time. The description of the Investors' Rights Agreement is qualified in its entirety by reference to the terms of the Investors' Rights Agreement, a copy of which has been filed as Exhibit 2 to this Schedule 13D.

Except as otherwise set forth in this Schedule 13D, there are no contracts, arrangements, understandings or similar relationships existing with respect to the securities of the Issuer and any of the Reporting Persons.

Item 7. Material to be Filed as Exhibits

The following exhibit is incorporated into this Schedule 13D:

- | | |
|-----------|---|
| Exhibit 1 | Joint Filing Agreement, dated October 31, 2014, signed by each of the Reporting Persons in order to confirm that this Schedule 13D (and any amendments hereto) are being filed on behalf of each of the Reporting Persons. |
| Exhibit 2 | Fourth Amended and Restated Investors' Rights Agreement, dated May 13, 2014, between the Issuer and certain investors named therein (incorporated by reference to Exhibit 4.2 to the Registration Statement on Form S-1 filed by the Issuer on September 16, 2014). |

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: October 31, 2014

ABINGWORTH BIOVENTURES VI, LP

By: Abingworth LLP, its Manager

By: /s/ John Heard

Name: John Heard

Title: Authorized Signatory

ABINGWORTH LLP

By: /s/ John Heard

Name: John Heard

Title: Authorized Signatory

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001).

JOINT FILING AGREEMENT

This Agreement will confirm the agreement by and among the undersigned that the Schedule 13D filed with the Securities and Exchange Commission on the date hereof with respect to the beneficial ownership by the undersigned of the shares of common stock, \$0.001 par value per share, of Proteon Therapeutics, Inc. is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below, in accordance with Rule 13d-1 under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated as of October 31, 2014

ABINGWORTH BIOVENTURES VI, LP

By: Abingworth LLP, its Manager

By: /s/ John Heard

Name: John Heard

Title: Authorized Signatory

ABINGWORTH LLP

By: /s/ John Heard

Name: John Heard

Title: Authorized Signatory

LOCK-UP AGREEMENT