

---

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

---

**FORM 8-K**

---

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event Reported): November 7, 2017

**Proteon Therapeutics, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Jurisdiction of Incorporation)

**001-36694**  
(Commission File Number)

**20-4580525**  
(I.R.S. Employer Identification Number)

**200 West Street, Waltham, MA 02451**  
(Address of Principal Executive Offices) (Zip Code)

**(781) 890-0102**  
(Registrant's telephone number, including area code)

**N/A**  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

---

---

---

## Introductory Comment

Throughout this Current Report on Form 8-K, the terms “we,” “us,” “our,” “Company” and “Proteon” refer to Proteon Therapeutics, Inc.

### Item 2.02. Results of Operations and Financial Condition.

On November 7, 2017, the Company issued a press release announcing its financial results for the third quarter ended September 30, 2017. A copy of such press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference in its entirety.

The information in this Current Report on Form 8-K under Items 2.02, including the exhibit attached hereto, shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

### Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--------------------|
|--------------------|--------------------|

|                             |   |
|-----------------------------|---|
| <a href="#"><u>99.1</u></a> | Press Release, dated November 7, 2017, issued by Proteon Therapeutics, Inc. announcing its Third Quarter 2017 Financial Results |
|-----------------------------|---|

---

## SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

### **Proteon Therapeutics, Inc.**

Date: November 7, 2017

By: /s/ George A. Eldridge  
George A. Eldridge  
Senior Vice President & Chief Financial Officer

---

## EXHIBIT INDEX

Exhibit No. Description

[99.1](#) Press Release, dated November 7, 2017, issued by Proteon Therapeutics, Inc. announcing its Third Quarter 2017 Financial Results

## Proteon Therapeutics Announces Third Quarter 2017 Financial Results

WALTHAM, Mass., Nov. 07, 2017 (GLOBE NEWSWIRE) -- Proteon Therapeutics, Inc. (Nasdaq:PRTO), a company developing novel, first-in-class therapeutics to address the medical needs of patients with kidney and vascular diseases, today announced financial results for the quarter ended September 30, 2017, and recent business highlights.

“I am pleased that we remain on-track to complete enrollment in the first quarter of 2018 in PATENCY-2, our second Phase 3 clinical trial of vonapanitase,” said Timothy Noyes, President and Chief Executive Officer of Proteon. “In addition, we are pleased to have closed this past quarter on our \$22.0 million financing. We expect this financing will fund the Company’s operations into the fourth quarter of 2019, which is more than six months beyond the expected release of topline data from PATENCY-2.”

### Recent Highlights for 2017

**Completed \$22.0 million financing transaction.** In the third quarter, Proteon raised gross proceeds of \$22.0 million. The transaction was led by an affiliate of Deerfield Management and included participation by Abingworth, Fairmount Funds, Perceptive Advisors, Pharmstandard, RA Capital, Skyline Ventures, TVM Capital and certain other stockholders who invested prior to the Company’s initial public offering. The Company intends to use the proceeds from the transaction to complete the ongoing PATENCY-2 trial and fund continued market access activities. The financing also extends the Company’s cash runway into the fourth quarter of 2019, which allows the Company to operate for more than six months beyond the expected release of topline data from the PATENCY-2 trial based on the Company’s current operating plan.

**Strengthened Board of Directors with leadership and industry expertise.** Proteon strengthened its Board of Directors with the appointment of Jonathan Leff, a Partner at Deerfield Management, to the Board of Directors. Mr. Leff brings extensive industry experience to the board room having been a director at multiple publicly-traded biotechnology and pharmaceutical companies. He is also active in public policy discussions related to healthcare and medical innovations.

**PATENCY-2 enrollment on track for completion in Q1 2018.** PATENCY-2 is a multicenter, randomized, double-blind, placebo-controlled Phase 3 clinical trial expected to enroll 600 patients with chronic kidney disease (CKD) in the United States and Canada undergoing surgical creation of a radiocephalic arteriovenous fistula for hemodialysis. PATENCY-2’s co-primary endpoints are secondary patency and fistula use for hemodialysis, each of which demonstrated improvements in the Company’s first Phase 3 clinical trial, PATENCY-1, using the same definitions as in PATENCY-2. Proteon expects to reach enrollment of 600 patients in the first quarter of 2018 and to report top-line data in the first quarter of 2019.

**Phase 3 PATENCY-1 clinical results were presented in Q3** at the (i) Vascular Access Society of Britain and Ireland Annual Meeting in Belfast, Northern Ireland and the (ii) American Society of Nephrology Kidney Week 2017 in New Orleans.

**In Q2, vonapanitase received Breakthrough Therapy Designation** from the U.S. Food and Drug Administration (FDA) for increasing arteriovenous fistula secondary patency (i.e., survival of the fistula without abandonment) and use for hemodialysis in patients on or expected to initiate hemodialysis. Secondary patency and use for hemodialysis are the co-primary endpoints in PATENCY-2. The FDA awards Breakthrough Therapy designations to expedite the development and review of investigational drugs that are intended to treat serious or life-threatening conditions and have demonstrated preliminary clinical evidence that the treatment may offer a substantial improvement over currently available therapies on one or more clinically significant endpoints.

**The Company continues enrollment in a Phase 1 clinical study of vonapanitase in patients with peripheral artery disease (PAD).** The multicenter, randomized, double-blind, placebo-controlled Phase 1 dose escalation study is expected to enroll 24 symptomatic PAD patients being treated with balloon angioplasty of an artery below the knee and to follow each patient for up to seven months. Immediately following successful angioplasty, vonapanitase or placebo is delivered to the arterial wall using the Mercator MedSystems Bullfrog® Micro-Infusion Catheter. The primary outcome measure of the study is safety and the secondary outcome measure is technical feasibility of study drug delivery via the catheter.

### Upcoming Key Milestones

- Complete enrollment of 600 patients in PATENCY-2 in the first quarter of 2018.
- Enroll 24 patients in the PAD Phase 1 trial.

### Upcoming Events

- Presentation at BIO-EUROPE 2017 on November 7<sup>th</sup> in Berlin.
- Presentation by Barry Browne, M.D., at the Controversies in Dialysis Access (CiDA) on November 9<sup>th</sup> in San Diego.
- Presentation at the Stifel 2017 Healthcare Conference November 15<sup>th</sup> in New York City, NY.
- Presentation by Keith Ozaki, M.D., at the 44<sup>th</sup> Annual VEITH Symposium on November 18<sup>th</sup> in New York City.

### **Third quarter 2017 Financial Results**

Cash, cash equivalents and available-for-sale investments totaled \$47.4 million as of September 30, 2017, compared to \$41.3 million as of December 31, 2016. The increase was primarily driven by the \$22.0 million preferred stock financing closed in August 2017 and offset by operational costs for the first nine-months of 2017.

**R&D expenses:** Research and development expenses for the third quarter of 2017 were \$10.3 million as compared to \$4.8 million for the third quarter of 2016. The increase in R&D expenses was due primarily to higher manufacturing pre-validation and validation expenses in the third quarter of 2017 as compared to the third quarter of 2016.

**G&A expenses:** General and administrative expenses for the third quarter of 2017 were \$2.0 million as compared to \$2.3 million for the third quarter of 2016. The decrease in G&A expenses was due primarily to decreased overhead and personnel expenses in the third quarter of 2017 as compared to the third quarter of 2016.

**Net loss:** Net loss for the third quarter of 2017 was \$12.3 million as compared to \$7.1 million for the third quarter of 2016. Net loss included stock-based compensation expense of \$0.7 million for the third quarter of 2017 and \$0.7 million for the third quarter of 2016.

**Financial guidance:** The Company expects that its cash, cash equivalents and available-for-sale investments will be sufficient to fund its operations into the fourth quarter of 2019, based on the Company's current operating plan.

### **About Vonapanitase**

Vonapanitase is an investigational drug intended to improve hemodialysis vascular access outcomes. Vonapanitase is applied in a single administration and is currently being studied in a Phase 3 clinical trial in patients with chronic kidney disease (CKD) undergoing surgical creation of a radiocephalic arteriovenous fistula for hemodialysis. Vonapanitase has received breakthrough therapy, fast track and orphan drug designations from the FDA, and orphan medicinal product designation from the European Commission, for hemodialysis vascular access indications. In addition, vonapanitase may have other surgical and endovascular applications in diseases or conditions in which vessel injury leads to blockages in blood vessels and reduced blood flow. Proteon is currently conducting a Phase 1 clinical trial of vonapanitase in patients with peripheral artery disease (PAD).

### **About Proteon Therapeutics**

Proteon Therapeutics is committed to improving the health of patients with kidney and vascular diseases through the development of novel, first-in-class therapeutics. Proteon's lead product candidate, vonapanitase, is an investigational drug intended to improve hemodialysis vascular access outcomes. Proteon is currently enrolling patients in PATENCY-2, a Phase 3 clinical trial evaluating vonapanitase in patients with CKD undergoing surgical creation of a radiocephalic arteriovenous fistula for hemodialysis. Proteon is also evaluating vonapanitase in a Phase 1 clinical trial in patients with PAD. For more information, please visit [www.proteontx.com](http://www.proteontx.com).

### **Cautionary Note Regarding Forward-Looking Statements**

This press release contains statements that are, or may be deemed to be, "forward-looking statements" as defined in the Private Securities Litigation Reform Act of 1995. In some cases, these forward-looking statements can be identified by the use of forward-looking terminology, including the terms "estimates," "anticipates," "expects," "plans," "intends," "may," or "will," in each case, their negatives or other variations thereon or comparable terminology, although not all forward-looking statements contain these words. These statements, including the number of patients to be enrolled in and the timing of enrollment in the Company's ongoing clinical trials of vonapanitase, when the Company expects to report top-line data from the PATENCY-2 trial, the effect or benefit of vonapanitase in patients with CKD, whether vonapanitase improves fistula patency or use for hemodialysis, the potential surgical and endovascular applications for vonapanitase, including PAD, the sufficiency of the Company's cash, cash-equivalents and available-for-sale investments to fund the Company's operations into the fourth quarter of 2019, and those relating to future events or our future financial performance or condition, involve substantial known and unknown risks, uncertainties and other important factors that may cause our actual results, levels of activity, performance or achievements to differ materially from those expressed or implied by these forward-looking statements. These risks, uncertainties and other factors, including whether our cash resources will be sufficient to fund the Company's operating expenses and capital expenditure requirements for the period anticipated; whether data from early nonclinical or clinical studies will be indicative of the data that will be obtained from future clinical trials; whether vonapanitase will advance through the clinical trial process on the anticipated timeline and warrant submission for regulatory approval; whether such a submission would receive approval from the U.S. Food and Drug Administration or equivalent foreign regulatory agencies on a timely basis or at all; and whether the Company can successfully commercialize and market its product candidates, are described more fully in our Annual Report on Form 10-K for the year ended December 31, 2016, as filed with the Securities and Exchange Commission ("SEC") on March 16, 2017, and the Company's subsequent Quarterly Reports on Form 10-Q and Current Reports on Form 8-K, as filed with the SEC, particularly in the sections titled "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations." In light of the significant uncertainties in the Company's forward-looking statements, no person should place undue reliance on these statements or regard these statements as a representation or warranty by the Company or any other person that the Company will achieve its objectives and plans in any specified time frame, or at all. The forward-looking statements contained in this press release represent the Company's estimates and assumptions only as of the date of this press release and, except as required by law, the Company undertakes no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise after the date of this press release.

**Proteon Therapeutics, Inc.**  
**Consolidated Balance Sheet Data**  
(In thousands)

|  | <u>September 30,<br/>2017</u> | <u>December 31,<br/>2016</u> |
|--|-------------------------------|------------------------------|
| Cash, cash equivalents and available-for-sale investments      | \$ 47,430                     | \$ 41,317                    |
| Prepaid expenses and other current assets                      | 554                           | 1,438                        |
| Property and equipment, net and other non-current assets       | 580                           | 765                          |
| <b>Total assets</b>  | <b><u>\$ 48,564</u></b>       | <b><u>\$ 43,520</u></b>      |
| Accounts payable and accrued expenses                          | \$ 9,094                      | \$ 5,079                     |
| Other liabilities  | -                             | -                            |
| Preferred Stock, common stock and additional paid-in-capital   | 223,667                       | 198,218                      |
| Accumulated deficit and accumulated other comprehensive income | (184,197)                     | (159,777)                    |
| <b>Total liabilities and stockholders' deficit</b>             | <b><u>\$ 48,564</u></b>       | <b><u>\$ 43,520</u></b>      |

**Proteon Therapeutics, Inc.**  
**Condensed Consolidated Statements of Operations**  
(in thousands, except share and per share data)

|   | <u>Three Months Ended<br/>September 30,</u> |                   | <u>Nine Months Ended<br/>September 30,</u> |                    |
|---|---|-------------------|--|--------------------|
|   | <u>2017</u>                                 | <u>2016</u>       | <u>2017</u>                                | <u>2016</u>        |
| Operating expenses:   |   |                   |  |                    |
| Research and development  | \$ 10,336                                   | \$ 4,842          | \$ 18,473                                  | \$ 14,432          |
| General and administrative  | 1,970                                       | 2,324             | 6,299                                      | 7,407              |
| Total operating expenses  | <u>12,306</u>                               | <u>7,166</u>      | <u>24,772</u>                              | <u>21,839</u>      |
| Loss from operations  | (12,306)                                    | (7,166)           | (24,772)                                   | (21,839)           |
| Other income (expense):   |   |                   |  |                    |
| Investment income   | 83  | 46                | 161  | 155                |
| Other (expense) income, net   | (84)  | 13                | 198  | 120                |
| Total other (expense) income  | <u>(1)</u>                                  | <u>59</u>         | <u>359</u>                                 | <u>275</u>         |
| Net loss  | <u>\$ (12,307)</u>                          | <u>\$ (7,107)</u> | <u>\$ (24,413)</u>                         | <u>\$ (21,564)</u> |
| Accretion of convertible preferred stock  | <u>(6,747)</u>                              | <u>-</u>          | <u>(6,747)</u>                             | <u>-</u>           |
| Net loss attributable to common stockholders  | <u>\$ (19,054)</u>                          | <u>\$ (7,107)</u> | <u>\$ (31,160)</u>                         | <u>\$ (21,564)</u> |
| Net loss per share attributable to common stockholders - basic and diluted  | <u>\$ (1.08)</u>                            | <u>\$ (0.43)</u>  | <u>\$ (1.82)</u>                           | <u>\$ (1.30)</u>   |
| Weighted-average common shares outstanding used in net loss per share attributable to common stockholders - basic and diluted | <u>17,574,371</u>                           | <u>16,582,276</u> | <u>17,158,032</u>                          | <u>16,550,483</u>  |

**Supplemental disclosure of stock-based compensation expense and loss from currency forward contracts:**

Included in operating expenses, above, are the following amounts for non-cash stock based compensation expense:

|                            |    |            |    |            |    |              |    |              |
|----------------------------|----|------------|----|------------|----|--------------|----|--------------|
| Research and development   | \$ | 235        | \$ | 168        | \$ | 841          | \$ | 797          |
| General and administrative |    | 513        |    | 519        |    | 1,618        |    | 1,702        |
| Total                      | \$ | <u>748</u> | \$ | <u>687</u> | \$ | <u>2,459</u> | \$ | <u>2,499</u> |

Included in other expense, above, are the following amounts from forward foreign currency contracts:

|   |    |          |    |            |    |          |    |            |
|---|----|----------|----|------------|----|----------|----|------------|
| Realized (losses) gains from forward foreign currency contracts   | \$ | -        | \$ | (4)        | \$ | -        | \$ | (8)        |
| Unrealized (losses) gains from forward foreign currency contracts |    | -        |    | 2          |    | -        |    | 127        |
| Total   | \$ | <u>-</u> | \$ | <u>(2)</u> | \$ | <u>-</u> | \$ | <u>119</u> |

**Investor Contact**

George Eldridge, Proteon Therapeutics, Senior Vice President and Chief Financial Officer  
781-890-0102  
geldridge@proteontherapeutics.com

**Media Contact**

Ann Stanesa, Ten Bridge Communications  
617-230-0347  
proteon@tenbridgecommunications.com