

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

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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>TVM Life Science Ventures VI GmbH & Co KG</u> (Last) (First) (Middle) <u>C/O TVM CAPITAL GROUP</u> <u>OTTOSTRASSE 4</u> (Street) <u>MUNICH 2M 80333</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>10/21/2014</u>	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) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
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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)

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 Convertible Preferred Stock	(1)	(1)	Common Stock	4,468,482 ⁽¹⁾	(1)	D ⁽²⁾	
Series A Convertible Preferred Stock	(1)	(1)	Common Stock	1,531,518 ⁽¹⁾	(1)	I	By TVM Life Science Ventures VI, L.P. ⁽³⁾
Series A-1 Convertible Preferred Stock	(4)	(4)	Common Stock	2,092,735 ⁽⁴⁾	(4)	D ⁽²⁾	
Series A-1 Convertible Preferred Stock	(4)	(4)	Common Stock	717,260 ⁽⁴⁾	(4)	I	By TVM Life Science Ventures VI, L.P. ⁽³⁾
Series B Convertible Preferred Stock	(5)	(5)	Common Stock	2,436,618 ⁽⁵⁾	(5)	D ⁽²⁾	
Series B Convertible Preferred Stock	(5)	(5)	Common Stock	835,121 ⁽⁵⁾	(5)	I	By TVM Life Science Ventures VI, L.P. ⁽³⁾
Series C Convertible Preferred Stock	(6)	(6)	Common Stock	2,331,391 ⁽⁶⁾	(6)	D ⁽²⁾	
Series C Convertible Preferred Stock	(6)	(6)	Common Stock	799,043 ⁽⁶⁾	(6)	I	By TVM Life Science Ventures VI, L.P. ⁽³⁾
Series D Convertible Preferred Stock	(7)	(7)	Common Stock	3,727,823 ⁽⁷⁾	(7)	D ⁽²⁾	
Series D Convertible Preferred Stock	(7)	(7)	Common Stock	1,277,663 ⁽⁷⁾	(7)	I	By TVM Life Science Ventures VI, L.P. ⁽³⁾
Option (Right to Purchase)	(8)	(8)	Series D Convertible Preferred Stock	1,316,683 ⁽⁷⁾	(8)	D ⁽²⁾	
Option (Right to Purchase)	(8)	(8)	Series D Convertible Preferred Stock	451,276 ⁽⁷⁾	(8)	I	By TVM Life Science Ventures VI, L.P. ⁽³⁾
Warrants (Right to Buy)	(9)	(9)	Common Stock	116,511 ⁽¹⁰⁾	4.6023 ⁽¹⁰⁾	D ⁽²⁾	
Warrants (Right to Buy)	(9)	(9)	Common Stock	39,932 ⁽¹⁰⁾	4.6023 ⁽¹⁰⁾	I	By TVM Life Science Ventures VI, L.P. ⁽³⁾

1. Name and Address of Reporting Person*

[TVM Life Science Ventures VI GmbH & Co KG](#)

(Last) (First) (Middle)

C/O TVM CAPITAL GROUP
OTTOSTRASSE 4

(Street)
MUNICH 2M 80333

(City) (State) (Zip)

1. Name and Address of Reporting Person*

[TVM Life Science Ventures VI LP](#)

(Last) (First) (Middle)

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1. Name and Address of Reporting Person*

[Fischer Stefan](#)

(Last) (First) (Middle)

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1. Name and Address of Reporting Person*

[Goll Alexandra](#)

(Last) (First) (Middle)

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(City) (State) (Zip)

1. Name and Address of Reporting Person*

[SCHUHLER HELMUT](#)

(Last) (First) (Middle)

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(City) (State) (Zip)

Explanation of Responses:

1. The Series A Convertible Preferred Stock is convertible into the Issuer's Common Stock on a 1-for-1.19 basis without payment of further consideration and has no expiration date. Each share will automatically convert into the Issuer's Common Stock concurrently with the completion of the Issuer's initial public offering of Common Stock. The shares do not reflect a 1-for-15.87 reverse stock split effected on October 6, 2014.
2. The shares are directly held by TVM Life Science Ventures VI GMBH & Co. KG ("TVM VI"). Hubert Birner ("Birner"), Alexandra Goll ("Goll"), Helmut Schuhsler ("Schuhsler") and Stefan Fischer ("Fischer") 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. Fischer, Goll and Schuhsler each disclaim beneficial ownership of the shares held by TVM VI, except to the extent of any pecuniary interest therein, if any.
3. The shares are directly held by TVM Life Science Ventures VI L.P. ("TVM VI LP"). Birner, Goll, Schuhsler, Fischer and Polack 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, Fischer, Goll 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.
4. The Series A-1 Convertible Preferred Stock is convertible into the Issuer's Common Stock on a 1-for-1.22 basis without payment of further consideration and has no expiration date. Each share will automatically convert into the Issuer's Common Stock concurrently with the completion of the Issuer's initial public offering of Common Stock. The shares do not reflect a 1-for-15.87 reverse stock split effected on October 6, 2014.
5. The Series B Convertible Preferred Stock is convertible into the Issuer's Common Stock on a 1-for-1.23 basis without payment of further consideration and has no expiration date. Each share will automatically convert into the Issuer's Common Stock concurrently with the completion of the Issuer's initial public offering of Common Stock. The shares do not reflect a 1-for-15.87 reverse stock split

effected on October 6, 2014.

6. The Series C Convertible Preferred Stock is convertible into the Issuer's Common Stock on a 1-for-1.23 basis without payment of further consideration and has no expiration date. Each share will automatically convert into the Issuer's Common Stock concurrently with the completion of the Issuer's initial public offering of Common Stock. The shares do not reflect a 1-for-15.87 reverse stock split effected on October 6, 2014.

7. The Series D Convertible Preferred Stock is convertible into the Issuer's Common Stock on a one-for-one basis without payment of further consideration and has no expiration date. Each share will automatically convert into the Issuer's Common Stock concurrently with the completion of the Issuer's initial public offering of Common Stock. The shares do not reflect a 1-for-15.87 reverse stock split effected on October 6, 2014.

8. Each of TVM VI and TVM VI LP 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.

9. In connection with the Issuer's initial public offering of Common Stock, TVM VI and TVM VI LP have irrevocably elected to exercise the warrants effective and contingent upon and immediately prior to the closing of the Issuer's initial public offering. The warrants otherwise expire on an initial public offering, stock sale or deemed liquidation event.

10. Reflects a 1-for-15.87 reverse stock split effected on October 6, 2014.

Remarks:

Exhibit 24.1 Power of Attorney

/s/ Josef Moosholzer, Treasurer
of Techno Ventures
Management LLC, general
partner of TVM Life Science
Ventures Management VI L.P., 10/21/2014
managing limited partner of
TVM Life Science Ventures VI
GMBH & Co. KG

/s/ Josef Moosholzer, Treasurer
of Techno Ventures
Management LLC, general
partner of TVM Life Science
Ventures Management VI L.P., 10/21/2014
managing limited partner of
TVM Life Science Ventures VI
L.P

/s/ Rolf Starck by power of
attorney for Stefan Fischer 10/21/2014

/s/ Rolf Starck by power of
attorney for Alexandra Goll 10/21/2014

/s/ Rolf Starck by power of
attorney for Helmut Schuhsler 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.

POWER OF ATTORNEY

KNOWN ALL MEN BY THESE PRESENTS, that each of the undersigned hereby makes, constitutes and appoints Rolf Starck, as the undersigned's true and lawful attorney-in-fact and agent for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all documents relating to any and all Securities and Exchange Commission filings which may be required, granting unto such attorney-in-fact and agent full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, thereby ratifying and confirming all that such attorney-in-fact may lawfully do or cause to be done by virtue hereof.

This power shall continue in effect until terminated in writing.

By: /s/ Hubert Birner
Dr. Hubert Birner

By: /s/ Alexandra Goll
Dr. Alexandra Goll

By: /s/ Stefan Fischer
Stefan Fischer

By: /s/ Helmut Schuhsler
Helmut Schuhsler

Dated: March 19, 2013
