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

**FORM S-8
REGISTRATION STATEMENT**
Under
The Securities Act of 1933

Proteon Therapeutics, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

20-4580525
(IRS Employer
Identification No.)

200 West Street
Waltham, MA 02451
(Address of principal registered offices) (Zip Code)

Amended and Restated 2014 Equity Incentive Plan
2014 Employee Stock Purchase Plan
(Full titles of the Plans)

Timothy P. Noyes
Chief Executive Officer
Proteon Therapeutics, Inc.
200 West Street
Waltham, MA 02451
(Name and address of agent for service)

(781) 890-0102
(Telephone number, including area code, of agent for service)

Copy to:

Julio E. Vega, Esq.
Morgan, Lewis & Bockius LLP
One Federal Street
Boston, MA 02110
(617) 951-8000

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company,” and “emerging growth company” in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer Smaller reporting company
 Emerging growth company

If an emerging growth company, indicated 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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities To Be Registered	Amount To Be Registered (1)	Proposed Maximum Offering Price Per Share (2)	Proposed Maximum Aggregate Offering Price (2)	Amount of Registration Fee
Amended and Restated 2014 Equity Incentive Plan Common Stock (par value \$0.001 per share)	1,654,257 (3)	\$2.47	\$4,086,014.79	\$495.22
2014 Employee Stock Purchase Plan Common Stock (par value \$0.001 per share)	192,436 (4)	\$2.47	\$475,316.92	\$57.61

- (1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the “Securities Act”), this Registration Statement shall also cover any additional shares of Common Stock which become issuable under the Amended and Restated 2014 Equity Incentive Plan (the “2014 EIP”) and the 2014 Employee Stock Purchase Plan (the “2014 ESPP”) by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without the receipt of consideration which results in an increase in the number of the outstanding shares of the Registrant’s Common Stock.
- (2) Estimated in accordance with Rule 457(h) solely for the purpose of calculating the registration fee based on the average of the high and low prices of the Registrant’s Common Stock as reported on the NASDAQ Global Market on January 2, 2019.
- (3) Represents the aggregate number of shares of Common Stock that were automatically added to the shares authorized for issuance under the 2014 EIP on January 1, 2019, pursuant to an “evergreen” provision contained in the 2014 EIP. Pursuant to such provision, on January 1 of each calendar year, the number of shares authorized for issuance under the 2014 EIP is automatically increased by a number equal to (a) 4% of the total number of shares of Common Stock as of the end of the immediately preceding fiscal year; or (b) such lesser number of shares of Common Stock as is determined by the Registrant’s board of directors (the “Board”) for the applicable year.
- (4) Represents the number of shares of Common Stock that were automatically added to the shares authorized for issuance under the ESPP on January 1, 2019. The ESPP provides that an additional number of shares will automatically be added to the shares authorized for issuance under the ESPP on January 1 of each calendar year, from January 1, 2015 and ending on (and including) January 24, 2024. The number of shares added each year will be equal to (i) the lesser of (a) 1% of the total number of shares of Common Stock as of the end of the immediately preceding fiscal year or (b) 281,000 shares of Common Stock; or (ii) such lesser number of shares of Common Stock as is determined by the Board for the applicable year.

INCORPORATION OF DOCUMENTS BY REFERENCE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 1,846,693 shares of common stock of Proteon Therapeutics, Inc. (the "Company") to be issued pursuant to the 2014 EIP and the 2014 ESPP. The Company previously registered shares of its Common Stock for issuance under the 2014 EIP and the 2014 ESPP under a Registration Statement on Form S-8 filed with the Securities and Exchange Commission (the "Commission") on November 25, 2014 (File No. 333-200587) and a Registration Statement on Form S-8 filed with the Commission on January 4, 2018 (File No. 333-222415). Pursuant to General Instruction E to Form S-8, this Registration Statement hereby incorporates by reference the contents of the Registration Statements referenced above.

Part II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Exhibit Number	Exhibit
<u>4.1**</u>	<u>Sixth Amended and Restated Certificate of Incorporation of the Company (incorporated by reference to Exhibit 3.1 to the Company's Current Report on Form 8-K filed on October 27, 2014)</u>
<u>4.2**</u>	<u>Certificate of Designation of Preferences, Rights and Limitations of Series A Convertible Preferred Stock, dated August 1, 2017 (incorporated by reference to Exhibit 3.1 of Current Report on Form 8-K (File No. 001-36694) filed with the Commission on August 3, 2017).</u>
<u>4.3**</u>	<u>Second Amended and Restated By-laws of the Registrant (incorporated by reference to Exhibit 3.2 of Current Report on Form 8-K (File No. 001-36694) filed with the Commission on August 3, 2017).</u>
<u>4.4**</u>	<u>Form of Common Stock certificate of Registrant (incorporated by reference to Exhibit 4.1 of Amendment No. 1 to Registration Statement on Form S-1/A (File No. 333-198777) filed with the Commission on October 7, 2014).</u>
<u>5.1*</u>	<u>Opinion of Morgan, Lewis & Bockius LLP</u>
<u>10.1**</u>	<u>Amended and Restated 2014 Equity Incentive Plan of the Registrant (incorporated by reference to Exhibit 10.1 of Current Report on Form 8-K (File No. 001-36694) filed with the Commission on August 3, 2017).</u>
<u>10.2**</u>	<u>2014 Employee Stock Purchase Plan of the Registrant and Forms of Enrollment Agreement, Notice of Withdrawal (filed as Exhibit 10.25 to Amendment No. 1 to the Registrant's Registration Statement on Form S-1 (File No. 333-198777) as filed on October 7, 2014).</u>
<u>23.1*</u>	<u>Consent of Ernst & Young LLP, Independent Registered Public Accounting Firm.</u>
<u>23.2*</u>	<u>Consent of Morgan, Lewis & Bockius LLP (included in Exhibit 5.1).</u>
<u>24.1*</u>	<u>Powers of Attorney (included on the signature page of this Form S-8).</u>
<u>99.2**</u>	<u>Form of Stock Option Agreement under the Amended and Restated 2014 Equity Incentive Plan of the Registrant (incorporated by reference to Exhibit 99.2 of Registration Statement on Form S-8 (File No. 333-222415) filed with the Commission on January 4, 2018).</u>
<u>99.3**</u>	<u>Form of Option Exercise Form under the Amended and Restated 2014 Equity Incentive Plan of the Registrant (incorporated by reference to Exhibit 99.3 of Registration Statement on Form S-8 (File No. 333-222415) filed with the Commission on January 4, 2018).</u>

* Filed herewith.

** Previously filed.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Cambridge, Commonwealth of Massachusetts on January 3, 2019.

PROTEON THERAPEUTICS, INC.

By: /s/ Timothy P. Noyes
Timothy P. Noyes
President, Chief Executive Officer and Director

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below hereby constitutes and appoints Timothy P. Noyes and George Eldridge, and each of them, as his true and lawful attorney-in-fact and agent with full power of substitution, for him in any and all capacities, to sign any and all amendments to this registration statement (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the SEC, granting unto said 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 connection therewith, as fully for all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent, or his substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>/s/ Timothy P. Noyes</u> Timothy P. Noyes	President, Chief Executive Officer and Director (Principal Executive Officer)	January 3, 2019
<u>/s/ George A. Eldridge</u> George A. Eldridge	Senior Vice President, Chief Financial Officer, Treasurer and Assistant Secretary (Principal Financial and Accounting Officer)	January 3, 2019
<u>/s/ Hubert Birner</u> Hubert Birner	Director	January 3, 2019
<u>/s/ Garen Bohlin</u> Garen Bohlin	Director	January 3, 2019
<u>/s/ Scott A. Canute</u> Scott A. Canute	Director	January 3, 2019
<u>/s/ John G. Freund</u> John G. Freund	Director	January 3, 2019
<u>/s/ Timothy Haines</u> Timothy Haines	Director	January 3, 2019
<u>/s/ Paul J. Hastings</u> Paul J. Hastings	Director	January 3, 2019
<u>/s/ Stuart A. Kingsley</u> Stuart A. Kingsley	Director	January 3, 2019
<u>/s/ Jonathan S. Leff</u> Jonathan S. Leff	Director	January 3, 2019

January 3, 2019

Proteon Therapeutics, Inc.
200 West Street
Cambridge, MA 02145

Re: Registration Statement on Form S-8; 1,846,693 shares of Common Stock of Proteon Therapeutics, Inc., par value \$0.001 per share

Ladies and Gentlemen:

We have acted as counsel to Proteon Therapeutics, Inc., a Delaware corporation (the "Company"), in connection with the registration by the Company of 1,846,693 shares of common stock of the Company, par value \$0.001 per share (the "Shares"), issuable under the Company's Amended and Restated 2014 Equity Incentive Plan (the "2014 Plan") and 2014 Employee Stock Purchase Plan (the "ESPP" and together with the 2014 Plan, the "Plans").

The Shares are included in a registration statement on Form S-8 under the Securities Act of 1933, as amended (the "Act"), filed with the Securities and Exchange Commission (the "Commission") on January 3, 2019 (the "Registration Statement"). This opinion is being furnished in connection with the requirements of Item 601(b)(5) of Regulation S-K under the Act, and no opinion is expressed herein as to any matter pertaining to the contents of the Registration Statement or the related prospectuses, other than as expressly stated herein with respect to the issuance of the Shares.

As such counsel, we have examined such matters of fact and questions of law as we have considered appropriate for purposes of this letter. With your consent, we have relied upon certificates and other assurances of officers of the Company and others as to factual matters without having independently verified such factual matters. We are opining herein as to the General Corporation Law of the State of Delaware (the "DGCL"), and we express no opinion with respect to any other laws.

Subject to the foregoing and the other matters set forth herein, it is our opinion that, as of the date hereof, when the Shares have been issued and delivered by the Company against payment therefor in the circumstances contemplated by the Plans, assuming in each case that the individual issuances, grants or awards under the Plans are duly authorized by all necessary corporate action and duly issued, granted or awarded and exercised in accordance with the requirements of law and the Plans (and the agreements and awards duly adopted thereunder and in accordance therewith), the issue and sale of the Shares will have been duly authorized by all necessary corporate action of the Company, and the Shares will be validly issued, fully paid and nonassessable. In rendering the foregoing opinion, we have assumed that the Company will comply with all applicable notice requirements regarding uncertificated shares provided in the DGCL.

This opinion is for your benefit in connection with the Registration Statement and may be relied upon by you and by persons entitled to rely upon it pursuant to the applicable provisions of the Act. We consent to your filing this opinion as an exhibit to the Registration Statement. In giving such consent, we do not thereby admit that we are in the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission thereunder.

Very truly yours,

/s/ MORGAN LEWIS & BOCKIUS LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement (Form S-8) pertaining to the Amended and Restated 2014 Equity Incentive Plan and the 2014 Employee Stock Purchase Plan of Proteon Therapeutics, Inc. of our report dated March 14, 2018, with respect to the consolidated financial statements of Proteon Therapeutics, Inc., included in its Annual Report (Form 10-K) for the year ended December 31, 2017, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

Boston, Massachusetts
January 3, 2019
