

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

<b>OMB APPROVAL</b>	
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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>Birner Hubert</u>  (Last) (First) (Middle) <u>C/O TVM CAPITAL GROUP</u> <u>OTTOSTRABE 4</u>  (Street) <u>MUNICH 2M 80333</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PROTEON THERAPEUTICS INC [ PRTO ]</u>	5. 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)
	3. Date of Earliest Transaction (Month/Day/Year) <u>10/27/2014</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	10/27/2014		P		223,410 <sup>(1)</sup>	A	\$10	223,410	I	By TVM Life Science Ventures VI GmbH & Co. KG <sup>(2)</sup>
Common Stock	10/27/2014		P		76,590 <sup>(1)</sup>	A	\$10	300,000	I	By TVM Life Science Ventures VI, L.P. <sup>(3)</sup>
Common Stock	10/27/2014		C		1,107,154 <sup>(4)(5)(6)(7)(8)(9)</sup>	A	<sup>(4)(5)(6)(7)(8)(9)</sup>	1,407,154	I	By TVM Life Science Ventures VI GmbH & Co. KG <sup>(2)</sup>
Common Stock	10/27/2014		C		379,462 <sup>(4)(5)(6)(7)(8)(10)</sup>	A	<sup>(4)(5)(6)(7)(8)(10)</sup>	1,786,616	I	By TVM Life Science Ventures VI, L.P. <sup>(3)</sup>
Common Stock	10/27/2014		X <sup>(11)</sup>		116,511 <sup>(11)(5)</sup>	A	\$4.6023 <sup>(11)</sup>	1,903,127	I	By TVM Life Science Ventures VI GmbH & Co. KG <sup>(2)</sup>
Common Stock	10/27/2014		X <sup>(12)</sup>		39,932 <sup>(12)(5)</sup>	A	\$4.6023 <sup>(12)</sup>	1,943,059	I	By TVM Life Science Ventures VI, L.P. <sup>(3)</sup>

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		(A)	(D)					

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series A Convertible Preferred Stock	(4)	10/27/2014		C			4,468,482	(4)	(4)	Common Stock	335,680 <sup>(5)</sup>	\$0	0	I	By TVM Life Science Ventures VI GmbH & Co. KG <sup>(2)</sup>
Series A Convertible Preferred Stock	(4)	10/27/2014		C			1,531,518	(4)	(4)	Common Stock	115,051 <sup>(5)</sup>	\$0	0	I	By TVM Life Science Ventures VI, L.P. <sup>(3)</sup>
Series A-1 Convertible Preferred Stock	(6)	10/27/2014		C			2,092,735	(6)	(6)	Common Stock	160,779 <sup>(5)</sup>	\$0	0	I	By TVM Life Science Ventures VI GmbH & Co. KG <sup>(2)</sup>
Series A-1 Convertible Preferred Stock	(6)	10/27/2014 <sup>(6)</sup>		C			717,260	(6)	(6)	Common Stock	55,105 <sup>(5)</sup>	\$0	0	I	By TVM Life Science Ventures VI, L.P. <sup>(3)</sup>
Series B Convertible Preferred Stock	(7)	10/27/2014		C			2,436,618	(7)	(7)	Common Stock	189,063 <sup>(5)</sup>	\$0	0	I	By TVM Life Science Ventures VI GmbH & Co. KG <sup>(2)</sup>
Series B Convertible Preferred Stock	(7)	10/27/2014		C			835,121	(7)	(7)	Common Stock	64,799 <sup>(5)</sup>	\$0	0	I	By TVM Life Science Ventures VI, L.P. <sup>(3)</sup>
Series C Convertible Preferred Stock	(8)	10/27/2014		C			2,331,391	(8)	(8)	Common Stock	180,898 <sup>(5)</sup>	\$0	0	I	By TVM Life Science Ventures VI GmbH & Co. KG <sup>(2)</sup>
Series C Convertible Preferred Stock	(8)	10/27/2014		C			799,043	(8)	(8)	Common Stock	61,999 <sup>(5)</sup>	\$0	0	I	By TVM Life Science Ventures VI, L.P. <sup>(3)</sup>
Series D Convertible Preferred Stock	(9)	10/27/2014		C			3,727,823	(9)	(9)	Common Stock	234,897 <sup>(5)</sup>	\$0	0	I	By TVM Life Science Ventures VI GmbH & Co. KG <sup>(2)</sup>
Series D Convertible Preferred Stock	(10)	10/27/2014		C			1,277,663	(10)	(10)	Common Stock	80,508 <sup>(5)</sup>	\$0	0	I	By TVM Life Science Ventures VI, L.P. <sup>(3)</sup>
Warrants (Right to Buy)	\$4.6023	10/27/2014		X			116,511	(11)	(11)	Common Stock	116,511 <sup>(5)</sup>	\$0	0	I	By TVM Life Science Ventures VI GmbH & Co. KG <sup>(2)</sup>
Warrants (Right to Buy)	\$4.6023	10/27/2014		X			39,932	(12)	(12)	Common Stock	39,932 <sup>(5)</sup>	\$0	0	I	By TVM Life Science Ventures VI, L.P. <sup>(3)</sup>
Option (Right to Purchase)	(13)	10/27/2014		J			1,316,683	(13)	(13)	Series D Convertible Preferred Stock	82,966 <sup>(5)</sup>	(13)	0	I	By TVM Life Science Ventures VI GmbH & Co. KG <sup>(2)</sup>
Option (Right to Purchase)	(14)	10/27/2014		J			451,276	(14)	(14)	Series D Convertible Preferred Stock	28,455 <sup>(5)</sup>	(14)	0	I	By TVM Life Science Ventures VI, L.P. <sup>(3)</sup>

**Explanation of Responses:**

1. These shares were purchased in connection with the Issuer's initial public offering of Common Stock.

2. The shares are directly held by TVM Life Science Ventures VI GMBH & Co. KG ("TVM VI"). The reporting person, 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. The reporting person disclaims beneficial ownership of the shares held by TVM VI, except to the extent of his pecuniary interest therein, if any.

3. The shares are directly held by TVM Life Science Ventures VI L.P. ("TVM VI LP"). The reporting person, Goll, Schuhsler and Fischer 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. The reporting person disclaims beneficial ownership of the shares held by TVM VI LP, except to the extent of his pecuniary interest therein, if any.

4. Upon the closing of the Issuer's initial public offering, each share of Series A Convertible Preferred Stock automatically converted into Common Stock on a 1-for-1.19 basis without payment of further consideration and with no expiration date.

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

6. Upon the closing of the Issuer's initial public offering, each share of Series A-1 Convertible Preferred Stock automatically converted into Common Stock on a 1-for-1.22 basis without payment of further consideration and has no expiration date.

7. Upon the closing of the Issuer's initial public offering, each share of Series B Convertible Preferred Stock automatically converted into Common Stock on a 1-for-1.23 basis without payment of further consideration and has no expiration date.

8. Upon the closing of the Issuer's initial public offering, each share of Series C Convertible Preferred Stock automatically converted into Common Stock on a 1-for-1.23 basis without payment of further consideration and has no expiration date.

9. Upon the closing of the Issuer's initial public offering, each share of Series D Convertible Preferred Stock automatically converted into Common Stock on a one-for-one basis (without payment of further consideration and with no expiration date) plus an additional 5,837 incremental shares as a result of an adjustment as provided for in the Company's certificate of incorporation.

10. Upon the closing of the Issuer's initial public offering, each share of Series D Convertible Preferred Stock automatically converted into Common Stock on a one-for-one basis (without payment of further consideration and with no expiration date) plus an additional 2,000 incremental shares as a result of an adjustment as provided for in the Company's certificate of incorporation.

11. Upon the closing the Issuer's initial public offering, TVM VI exercised their warrants with cash to purchase common stock.

12. Upon the closing the Issuer's initial public offering, TVM VI LP exercised their warrants with cash to purchase common stock.

13. TVM VI had a 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 ceased to be exercisable upon the initial filing of the Issuer's registration statement for its initial public offering, and terminated upon the completion of the Issuer's initial public offering of Common Stock. Each share of Series D Preferred Stock issuable upon exercise of the right to purchase would have been convertible into shares of the Issuer's common stock as described in footnote (9) above.

14. TVM VI LP had a 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 ceased to be exercisable upon the initial filing of the Issuer's registration statement for its initial public offering, and terminated upon the completion of the Issuer's initial public offering of Common Stock. Each share of Series D Preferred Stock issuable upon exercise of the right to purchase would have been convertible into shares of the Issuer's common stock as described in footnote (10) above.

/s/ Rolf Stark by power of  
attorney for Hubert Birner

10/29/2014

\*\* 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 4 (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.

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