

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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>Pharmstandard International S.A.</u>	2. Date of Event Requiring Statement (Month/Day/Year) 10/21/2014	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) <input type="checkbox"/> Other (specify below) <input type="checkbox"/>	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) 65 BOULEVARD GRANDE DUCHESSE CHARLOTTE			6. Individual or Joint/Group Filing (Check Applicable Line) Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person <input checked="" type="checkbox"/>
(Street) LUXEMBOURG N4 L-1528			
(City) (State) (Zip)			

## 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)
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## 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 D Convertible Preferred Stock	(1)	(1)	Common Stock	8,493,925 <sup>(1)</sup>	(1)	D <sup>(2)</sup>	
Option (Right to Purchase)	(3)	(3)	Series D Convertible Preferred Stock	6,795,140 <sup>(1)</sup>	(3)	D <sup>(2)</sup>	

1. Name and Address of Reporting Person* <u>Pharmstandard International S.A.</u>
(Last) (First) (Middle) 65 BOULEVARD GRANDE DUCHESSE CHARLOTTE
(Street) LUXEMBOURG N4 L-1528
(City) (State) (Zip)

1. Name and Address of Reporting Person* <u>Public Joint Stock Co Pharmstandard</u>
(Last) (First) (Middle) LIKHACHEVSKY DRIVE 5 "B"
(Street) DOLGOPRUDNY 1Z 141701
(City) (State) (Zip)

## Explanation of Responses:

- 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.
- The shares are held by Pharmstandard International S.A. ("Pharmstandard"). Pharmstandard is a wholly owned subsidiary of Public Joint Stock Company "Pharmstandard". As the parent entity, Public Joint Stock Company "Pharmstandard" has sole voting power and investment control over the shares.
- Pharmstandard has 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.

## Remarks:

Exhibit 24.1 Power of Attorney

/s/ Gerard Birchen /s/ Nicolas 10/21/2014

Gasztonyi for Pharmstandard  
International S.A.

/s/ Igor Krylov for Public Joint  
Stock Company  
"Pharmstandard"

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.**

## PROTEON THERAPEUTICS, INC.

## POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints Timothy P. Noyes, George A. Eldridge and Dean Profis, each individually, as the undersigned's true and lawful attorneys-in-fact to:

- (1) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Proteon Therapeutics, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder;
- (2) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
- (3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of any such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by any such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorneys-in-fact, or such attorneys-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

By this Power of Attorney, the undersigned hereby revokes all prior Powers of Attorney authorizing any person to sign any documents in the name of the undersigned related to Section 16 and the Company.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to each of the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 21st day of October, 2014.

/s/ Dmitry Kobyzev  
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 Dmitry Kobyzev

Pharmstandard International S.A.

By: /s/ Nicolas Gasztonyi  
 \_\_\_\_\_  
 Name: Nicolas Gasztonyi  
 Title: Authorized Signatory

By: /s/ Gerard Birchen  
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 Name: Gerard Birchen  
 Title: Authorized Signatory

Public Joint Stock Company "Pharmstandard"

By: /s/ Igor Krylov  
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 Name: Igor Krylov  
 Title: Authorized Signatory

[Signature Page to Power of Attorney for Kobyzev/Pharmstandard]