

Flynn James E
 Form 3
 August 04, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Flynn James E
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 08/02/2017

3. Issuer Name and Ticker or Trading Symbol
 PROTEON THERAPEUTICS INC [PRTO]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

780 THIRD AVENUE, 37TH FLOOR, A

(Street)

NEW YORK, NY A 10017

(City) (State) (Zip)

(Check all applicable)

Director 10% Owner
 Officer Other
 (give title below) (specify below)

*Director by Deputization

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)
Common Stock	877,799	I	Through Deerfield Private Design Fund III, L.P. (1) (2) (3)
Common Stock	149,676	I	Through Deerfield Special Situations Fund, L.P. (1) (2) (3)
Common Stock	110,557	I	Through Deerfield International Master Fund, L.P. (1) (2) (3)
Common Stock	86,867	I	Through Deerfield Partners, L.P. (1) (2) (3)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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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 of Derivative Security: 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	Â (4)	Â (4)	Common Stock	16,082,018	\$ (4)	I	Through Deerfield Private Design Fund IV, L.P. (1) (2) (3)

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
Flynn James E 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017	Â X	Â	Â		*Director by Deputization
Deerfield Private Design Fund III, L.P. 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017	Â X	Â	Â		*Director by Deputization
Deerfield Special Situations Fund, L.P. 780 3RD AVENUE 37TH FLOOR NEW YORK, NY 10017	Â X	Â	Â		*Director by Deputization
Deerfield International Master Fund, L.P. 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017	Â X	Â	Â		*Director by Deputization
DEERFIELD PARTNERS, L.P. 780 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017	Â X	Â	Â		*Director by Deputization
Deerfield Private Design Fund IV, L.P. 780 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017	Â X	Â	Â		*Director by Deputization
Deerfield Mgmt L.P. 780 THIRD AVENUE 37TH FLOOR NEW YORK, NY 10017	Â X	Â	Â		*Director by Deputization
Deerfield Mgmt III, L.P. 780 THIRD AVENUE, 37TH FLOOR NEW YORK, NY 10017	Â X	Â	Â		*Director by Deputization

