

PROTEON THERAPEUTICS INC
Form 8-K
April 15, 2019

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

Form 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event Reported): April 15, 2019

Proteon Therapeutics, Inc.
(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction of
Incorporation)

001-36694
(Commission File Number)

20-4580525
(I.R.S. Employer Identification
Number)

200 West Street, Waltham, MA 02451
(Address of Principal Executive Offices) (Zip Code)

(781) 890-0102
(Registrant's telephone number, including area code)

N/A
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate 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 13(a) of the

Exchange Act. []

Introductory Comment

Throughout this Current Report on Form 8-K, the terms “we,” “us,” “our”, “Company” and “Proteon” refer to Proteon Therapeutics, Inc.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective April 15, 2019, Scott A. Canute, Tim Haines, Stuart A. Kingsley and Jonathan Leff resigned as members of the Company’s Board of Directors (“Board”). Their resignations were not because of any disagreements with the Company on matters relating to its operations, policies and practices.

In connection with the resignation of Mr. Kingsley, formerly a member of the Board’s Audit Committee, the Board has appointed Paul J. Hastings to serve on the Board’s Audit Committee. In connection with the resignations of Messrs. Canute, Haines and Leff, formerly members of the Board’s Compensation Committee, the Board has appointed Paul J. Hastings and Garen Bohlin, to serve on the Board’s Compensation Committee, with Mr. Hastings to serve as the Chairperson of that committee. The Board will not appoint any new members of the Governance and Nominating Committee in connection with the resignation of Mr. Haines, who was formerly a member of the Board’s Governance and Nominating Committee.

Item 8.01. Other Events.

On April 15, 2019, the Company issued a press release announcing its plans to explore a range of strategic options. The press release is attached to this Current Report as Exhibit 99.1 hereto and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u>Press Release, dated April 15, 2019, issued by Proteon Therapeutics, Inc.</u>

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Proteon Therapeutics, Inc.

Date: April 15, 2019

By: /s/ George A. Eldridge
George A. Eldridge
Senior Vice President & Chief Financial Officer

EXHIBIT INDEX

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