

PROTEON THERAPEUTICS INC
Form 10-Q/A
August 08, 2016

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 10-Q/A

Amendment No. 1

(Mark One)

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the quarterly period ended June 30, 2016

or

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE
ACT OF 1934**

For the transition period from _____ to

Commission File Number: 001-36323

PROTEON THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware

20-4580525

(State or other jurisdiction of
incorporation or organization) (I.R.S. Employer
Identification No.)

200 West Street
Waltham, MA

(Address of principal executive offices)

02451

(Zip Code)

(781) 890-0102

(Registrant's telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ☐

Accelerated filer ☒

Non-accelerated filer ☐

Smaller reporting company ☐

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of July 31, 2016 there were 16,582,999 shares of the registrant's common stock, par value \$0.001 per share, outstanding.

Explanatory Note

This Amendment No. 1 on Form 10-Q/A amends Proteon Therapeutics, Inc.'s Quarterly Report on Form 10-Q (the "Amended Filing") for the quarter ended June 30, 2016, which was originally filed with the Securities and Exchange Commission (the "SEC") on August 8, 2016 (the "Original 10-Q"). This Amended Filing is being filed solely to correct the date of the fiscal quarter end described in Exhibit 32.1 "CERTIFICATION PURSUANT TO SECTION 1350, AS ADOPTED PURSUANT TO SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002" of the Original 10-Q. The description of the date of the fiscal quarter end in Exhibit 32.1 has been updated from "March 31, 2016" to "June 30, 2016" to reflect the fiscal quarter presented by the Original 10-Q, as amended by this Amended Filing. No other items are being amended except as described in this Explanatory Note and this Amended Filing does not reflect any events occurring after the filing of our original Quarterly Report on Form 10-Q for the quarter ended June 30, 2016.

In accordance with applicable SEC rules, this Amended Filing includes new certifications required by Rule 13a-14 under the Securities Exchange Act of 1934, as amended, from our Principal Executive Officer and Principal Financial Officer dated as of the date of this Amended Filing.

PART II. OTHER INFORMATION

Item 6. EXHIBITS

- Exhibit 31.1 - Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- Exhibit 31.2 - Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
- Exhibit 32.1 - Certifications of Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: August 8, 2016 PROTEON THERAPEUTICS, INC.

By: /s/ Timothy P. Noyes
Timothy P. Noyes

President, Chief Executive Officer and Director
(Principal Executive Officer)

Date: August 8, 2016 By: /s/ George A. Eldridge
George A. Eldridge

Senior Vice President, Chief Financial Officer,
Treasurer and Assistant Secretary
(Principal Financial and Accounting Officer)