As filed with the Securities and Exchange Commission on October 17, 2014

Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

PROQR THERAPEUTICS N.V.
(Exact Name of Registrant as Specified in Its Charter)

Netherlands	N/A
(State or Other Jurisdiction of Incorporation or Organization)	(I.R.S. Employer Identification No.)

ProQR Therapeutics N.V.
Darwinweg 24
2333 CR Leiden
The Netherlands
(Address of Principal Executive Offices)

ProQR Therapeutics N.V. Stock Option Plan
(Full Title of the Plan)

C T Corporation System
111 Eighth Avenue
New York, NY 10011
(Name and Address of Agent For Service)

(212) 894-8800
(Telephone Number, Including Area Code, of Agent For Service)

Copies to:

Mitchell S. Bloom, Esq. Danielle M. Lauzon, Esq. Goodwin Procter LLP Exchange Place 53 State Street Boston, MA 02109 (617) 570-1000	Daniel de Boer, Chief Executive Officer ProQR Therapeutics N.V. Darwinweg 24 2333 CR Leiden The Netherlands +31 (0)85 4 89 49 32

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 the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☐
Non-accelerated filer	☒ (Do not check if a smaller reporting company)	Smaller reporting company	☐

CALCULATION OF REGISTRATION FEE

Name of Plan	Title of Securities to be Registered	Amount to be Registered (1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee

ProQR Therapeutics N.V. Stock Option Plan (ordinary shares issuable pursuant to outstanding options)	Ordinary Shares	990,256	$3.39(2)	$3,356,967.84(2)	$390.08
ProQR Therapeutics N.V. Stock Option Plan (unallocated ordinary shares reserved for issuance)	Ordinary Shares	2,687,866	$11.84(3)	$31,824,333.44(3)	$3,697.99
TOTAL		3,678,122	—	$35,181,301.28	$4,088.07

(1) This Registration Statement on Form S-8 covers (i) ordinary shares, nominal value €0.04 per share, of ProQR Therapeutics N.V., issuable pursuant to the ProQR Therapeutics N.V. Stock Option Plan and (ii) pursuant to Rule 416(a) under the Securities Act of 1933, as amended, (the "Securities Act") this registration statement shall be deemed to cover any additional securities that may from time to time be issuable under such plan resulting from forward or reverse share splits, share dividends, bonus share issuances or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(h) of the Securities Act of 1933, as amended. The price per share and aggregate offering price are calculated on the basis of $3.39, the weighted average exercise price of the shares subject to outstanding share option grants under the ProQR Therapeutics N.V. Stock Option Plan.

(3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's ordinary shares as reported on the Nasdaq Global Market on October 15, 2014.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information called for in Part I of Form S-8 to be contained in the Section 10(a) prospectus is not being filed with or included in this Registration Statement (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "SEC").

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Registrant hereby incorporates by reference into this registration statement the following documents filed with the SEC:

(a) The prospectus filed by the Registrant with the SEC pursuant to Rule 424(b) under the Securities Act, on September 19, 2014, relating to the registration statement on Form F-1, as amended (Registration No. 333-198151), which contains the Registrant's audited financial statements for the latest fiscal year for which such statements have been filed, and the related registration statement on Form F-1 (File No. 333-198806) filed pursuant to Rule 462(b) under the Securities Act on September 17, 2014;

(b) The description of the Registrant's ordinary shares contained in the Registrant's registration statement on Form 8-A (Registration No. 001-36622), filed by the Registrant with the SEC under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), on September 16, 2014, including any amendments or reports filed for the purpose of updating such description; and

(c) Reports of a foreign private issuer filed by the Registrant with the SEC pursuant to Rule 13a-16 or 15d-16 of the Exchange Act on Form 6-K dated October 3, 2014 and October 9, 2014.

All documents that the Registrant subsequently files pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act prior to the filing of a post-effective amendment to this registration statement which indicates that all of the ordinary shares offered have been sold or which deregisters all of such shares then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part hereof from the date of the filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities.

Not applicable.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Although Dutch law does not expressly provide for the indemnification of directors, the concept of indemnification of managing directors and supervisory directors of a company for liabilities arising from their actions as members of the management board and supervisory board, respectively, is, in principle, accepted in the Netherlands. The Registrant's articles of association provide that the Registrant will indemnify its management board members, supervisory board members, former management board members and former supervisory board members against (i) any financial losses or damages incurred by such indemnified person and (ii) any expense reasonably paid or incurred by such indemnified person in connection with any threatened, pending or completed suit, claim, action or legal proceedings, whether civil, criminal, administrative or investigative and whether formal or informal, in which they become involved, to the extent this relates to their position with the Registrant, in each case to the fullest extent permitted by applicable law. No indemnification shall be given to an indemnified person (a) if a Dutch court has established, without possibility for appeal, that the acts or omissions of such indemnified person that led to the financial losses, damages, suit, claim, action or legal proceedings result from either an improper performance of such person's duties as an officer of the Registrant or an unlawful or illegal act and (b) to the extent that such person's financial losses, damages and expenses are covered by an insurance and the insurer has settled these financial losses, damages and expenses (or has indicated that it would do so). The Registrant's supervisory board may stipulate additional terms, conditions and restrictions in relation to such indemnification.

The Registrant has entered into indemnification agreements with each of its managing directors, supervisory directors and officers, in addition to the indemnification provisions provided for in its articles of association, and the Registrant may enter into indemnification agreements with its managing directors, supervisory directors and officers in the future. Subject to certain exceptions, these agreements provide for indemnification for all reasonable expenses and liabilities incurred in connection with any action or proceeding brought against them by reason of the fact that they are or were managing directors, supervisory directors or officers of the Registrant.

In addition, the Registrant maintains insurance on behalf of its managing directors, supervisory directors and certain other representatives against damages resulting from their conduct when acting in their capacities as such directors or representatives.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The Exhibit Index immediately preceding the exhibits is incorporated herein by reference.

Item 9. Undertakings.

1. *Item 512(a) of Regulation S-K*. The Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement.; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

provided, however, that paragraphs (i) and (ii) do not apply if the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the registration statement.

(2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

2. *Item 512(b) of Regulation S-K*. The Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial *bona fide* offering thereof.

3. *Item 512(h) of Regulation S-K*. Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Amsterdam, the Netherlands, on October 17, 2014.

PROQR THERAPEUTICS N.V.

By: /s/ Daniel de Boer
Daniel de Boer
Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned members of the supervisory and management boards of ProQR Therapeutics N.V., hereby severally constitute and appoint Daniel de Boer and René Beukema, and each of them singly, our true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution in each of them for him and in his name, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as indicated below to enable ProQR Therapeutics N.V. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signatures	Title	Date
/s/ Daniel de Boer Daniel de Boer	Chief Executive Officer and Director, Management Board *(Principal Executive Officer)*	October 17, 2014
/s/ Smital Shah Smital Shah	Chief Financial Officer *(Principal Financial and Accounting Officer)*	October 17, 2014
/s/ René Beukema René Beukema	Director, Management Board	October 17, 2014
/s/ Dinko Valerio Dinko Valerio	Chairman, Supervisory Board	October 17, 2014
/s/ Antoine Benjamin Papiernik Antoine Benjamin Papiernik	Director, Supervisory Board	October 17, 2014
/s/ Henri Termeer Henri Termeer	Director, Supervisory Board	October 17, 2014
/s/ Alison Lawton Alison Lawton	Director, Supervisory Board	October 17, 2014

PROQR THERAPEUTICS N.V.
Authorized Representative in the United States

October 17, 2014

By: /s/ Donald J. Puglisi
Name: Donald J. Puglisi

INDEX TO EXHIBITS

Number	Description	Notes
4.1	Articles of Association	Incorporated by reference to Exhibit No. 3.3 to the registration statement on Form F-1 (File No. 333-198151)
5.1	Opinion of NautaDutilh N.V., Dutch legal counsel of the Registrant	Filed herewith
23.1	Consent of Deloitte Accountants B.V., Independent Registered Public Accounting Firm	Filed herewith
23.2	Consent of NautaDutilh N.V. (included in Exhibit No. 5.1)	—
24.1	Power of attorney (included on the signature pages of this registration statement)	—
99.1	ProQR Therapeutics N.V. Stock Option Plan	Incorporated by reference to Exhibit No. 10.2 to the registration statement on Form F-1 (File No. 333-198151)
99.2	Form of Notice of Grant under the ProQR Therapeutics N.V. Stock Option Plan	Incorporated by reference to Exhibit No. 10.2 to the registration statement on Form F-1 (File No. 333-198151)
99.3	Form of Notice of Exercise under the ProQR Therapeutics N.V. Stock Option Plan	Incorporated by reference to Exhibit No. 10.2 to the registration statement on Form F-1 (File No. 333-198151)

ADVOCATEN • NOTARISSEN • BELASTINGADVISEURS

P.O. Box 7113
1007 JC Amsterdam
Strawinskylaan 1999
1077 XV Amsterdam
T +31 20 71 71 000
F +31 20 71 71 111

Amsterdam, October 17, 2014

ProQR Therapeutics N.V. (the “**Company**”)
Darwinweg 24
2333 CR Leiden
The Netherlands

Ladies and Gentlemen:

Exhibit 5.1 opinion letter

We have acted as your legal counsel as to Netherlands law, and are rendering this opinion letter to you, in connection with your filing of a registration statement on Form S-8 (the “**Registration Statement**”) pursuant to the United States Securities Act of 1933, as amended, relating to an aggregate of 3,678,122 ordinary shares in registered form in the capital of the Company with a nominal value of EUR 0.04 each (the “**Option Shares**”).

This opinion letter is addressed solely to you. This opinion letter is strictly limited to the matters stated in it and may not be read as extending by implication to any matters not specifically referred to in it. Nothing in this opinion letter should be taken as expressing an opinion in respect of any representations or warranties, or other information, contained in any document.

In rendering the opinions expressed in this opinion letter, we have exclusively reviewed and relied upon the following documents:

(i) a pdf copy of the deed of incorporation (*akte van oprichting*) of the Company, dated 21 February 2012;

(ii) a pdf copy of the continuous text of the articles of association of the Company as they read after the execution of a deed of conversion and amendment to the articles of association of the Company, dated 23 September 2014 (the “**Articles of Association**”);

(iii) the form of the Company’s Stock Option Plan as attached as an exhibit to the registration statement on Form F-1 filed by the Company with the United States Securities and Exchange Commission (the “**SEC**”) on 17 September 2014 in connection with the Offer (the “**Stock Option Plan**”);

This communication is confidential and may be subject to professional privilege. All legal relationships are subject to NautaDutilh N.V.’s general terms and conditions (see www.nautadutilh.com/terms), which apply mutatis mutandis to our relationship with third parties relying on statements of NautaDutilh N.V., include a limitation of liability clause, have been filed with the Rotterdam District Court and will be provided free of charge upon request. NautaDutilh N.V.; corporate seat Rotterdam; trade register no. 24338323.

(iv) a draft of the Registration Statement;

(v) the form of a deed of issue of Option Shares with reference number 82039122 M 12913864 (the "**Deed of Issue**"); and

(vi) a pdf copy of an extract from the Commercial Register of the Chamber of Commerce (*handelsregister van de Kamer van Koophandel*) relating to the Company, dated the date of this opinion letter (the "**Extract**").

This opinion letter sets out our opinion on certain matters of the laws with general applicability of the Netherlands, and, insofar as they are directly applicable in the Netherlands, of the European Union, as at today's date and as presently interpreted under published authoritative case law of the Netherlands courts, the General Court and the Court of Justice of the European Union. We do not express any opinion on Netherlands or European competition law, regulatory law or tax law. No undertaking is assumed on our part to revise, update or amend this opinion letter in connection with or to notify or inform you of, any developments and/or changes of Netherlands law subsequent to today's date.

The opinions expressed in this opinion letter are to be construed and interpreted in accordance with Netherlands law. Our willingness to render this opinion letter is based on the condition that you accept and agree that (i) the competent courts at Amsterdam, the Netherlands have exclusive jurisdiction to settle any issues of interpretation or liability arising out of or in connection with this opinion letter, (ii) all matters related to the legal relationship between yourself and NautaDutilh N.V. and all individuals associated with NautaDutilh N.V., including the above submission to jurisdiction, are governed by Netherlands law and the general terms and conditions of NautaDutilh N.V., (iii) any liability arising out of or in connection with this opinion letter shall be limited to the amount which is paid out under the insurance policy of NautaDutilh N.V. in the matter concerned and (iv) no person other than NautaDutilh N.V. may be held liable in connection with this opinion letter.

In this opinion letter, legal concepts are expressed in English terms. The Netherlands legal concepts concerned may not be identical in meaning to the concepts described by the English terms as they exist under the law of other jurisdictions. In the event of a conflict or inconsistency, the relevant expression shall be deemed to refer only to the Netherlands legal concepts described by the English terms.

For the purposes of this opinion letter, we have assumed that:

a. forms of documents reviewed by us shall be in conformity with the adopted or executed originals, each copy of a document conforms to the original and each original is authentic;

b. the Registration Statement shall be filed with the SEC and shall become effective in the form reviewed by us;

c. the Stock Option Plan is and shall remain effective upon each granting of rights to subscribe for Option Shares (collectively, the "Options" and each, an "Option") and upon each issue of Option Shares pursuant to the exercise of such Options;

d. (i) the Options have been or shall be validly granted by the corporate body authorized to do so, (ii) the Options have been or shall be validly granted and accepted in accordance with the terms and conditions stipulated by or pursuant to the Stock Option Plan, (iii) to the extent relevant, any pre-emption rights in respect of the granting of Options have been or shall be validly excluded by the corporate body authorized to do so, (iv) upon each issue of Option Shares, the relevant Option to subscribe for such Option Shares has been validly exercised in accordance with the terms and conditions stipulated by or pursuant to the Stock Option Plan and (v) all resolutions adopted by the relevant corporate body or corporate bodies of the Company in connection with the granting of the Options (including the exclusion of any pre-emption rights) and the issue of the Option Shares are and shall remain valid;

e. (i) the internal rules of the Company's management board (conditionally) adopted on 28 August 2014 are its internal rules that will be in force upon each granting of Options and upon each issue of Option Shares, (ii) the internal rules of the Company's supervisory board and its committees (conditionally) adopted by the Company's supervisory board on 28 August 2014 are its internal rules that will be in force upon each granting of Options and upon each issue of Option Shares and (iii) the Articles of Association are the articles of association of the Company that will be in force upon each granting of Options and upon each issue of Option Shares;

f. the authorized share capital of the Company will allow for each granting of

Options and each issue of Option Shares;

g. the Company has not, and upon each granting of Options and upon each issue of Option Shares, will not have (i) been dissolved (*ontbonden*), (ii) ceased to exist pursuant to a merger (*fusie*) or a division (*splitsing*), (iii) been converted (*omgezet*) into another legal form, either national or foreign, (iv) had its assets placed under administration (*onder bewind gesteld*), (v) been declared bankrupt (*failliet verklaard*) or granted a suspension of payments (*surseance van betaling verleend*) or (vi) been made subject to similar proceedings in any jurisdiction or otherwise been limited in its power to dispose of its assets;

h. the factual statements made and the confirmations given in the Deed of Issue are and shall be complete and correct upon each issue of Option Shares;

i. upon each granting of Options and upon each granting of Option Shares, no works council (*ondernemingsraad*) will have been established or will be in the process of being established with respect to the Company's business;

j. (i) all parties to each Deed of Issue will have the corporate power to execute such deed, (ii) all parties to each Deed of Issue will take all corporate action required to execute such deed, to issue the relevant Option Shares and to exclude any pre-emption rights in connection therewith and (iii) all parties to each Deed of Issue will be validly represented by the persons signing such deed on their behalf; and

k. none of the opinions stated in this opinion letter will be affected by any foreign law.

Based upon and subject to the foregoing and subject to the qualifications set forth in this opinion letter and to any matters, documents or events not disclosed to us, we express the following opinions:

1. The Company is validly existing as a *naamloze vennootschap*.

2. The Option Shares, when issued pursuant to a Deed of Issue, validly signed on behalf of all parties thereto and paid for in accordance with such Deed of Issue, will be validly issued, fully paid and non-assessable.

The opinions expressed above are subject to the following qualifications:

A. The information contained in the Extract does not constitute conclusive evidence of the facts reflected in it.

B. Pursuant to Article 2:7 of the Dutch Civil Code, any transaction entered into by a legal entity may be nullified by the legal entity itself or its liquidator in bankruptcy proceedings (*curator*) if the objects of that entity were transgressed by the transaction and the other party to the transaction knew or should have known this without independent investigation (*wist of zonder eigen onderzoek moest weten*). The Netherlands Supreme Court (*Hoge Raad der Nederlanden*) has ruled that in determining whether the objects of a legal entity are transgressed, not only the description of the objects in that legal entity's articles of association (*statuten*) is decisive, but all (relevant) circumstances must be taken into account, in particular whether the interests of the legal entity were served by the transaction. Based on the objects clause contained in the Articles of Association, we have no reason to believe that by entering into a Deed of Issue the Company would transgress the description of the objects contained in its Articles of Association. However, we cannot assess whether there are other relevant circumstances that must be taken into account, in particular whether the interests of the Company are served by entering into a Deed of Issue since this is a matter of fact.

C. Pursuant to Article 2:98c of the Dutch Civil Code, a *naamloze vennootschap* may grant loans (*leningen verstrekken*) only in accordance with the restrictions set out in Article 2:98c of the Dutch Civil Code, and may not provide security (*zekerheid stellen*), give a price guarantee (*koersgarantie geven*) or otherwise bind itself, whether jointly and severally or otherwise with or for third parties (*zich op andere wijze sterk maken of zich hoofdelijk of anderszins naast of voor anderen verbinden*) with a view to (*met het oog op*) the subscription or acquisition by third parties of shares in its share capital or depository receipts. This prohibition also applies to its subsidiaries (*dochtervennootschappen*). It is generally assumed that a transaction entered into in violation of Article 2:98c of the Dutch Civil Code is null and void (*nietig*).

D. The opinions expressed in this opinion letter may be limited or affected by:

a. any applicable bankruptcy, insolvency, reorganisation, moratorium or other similar laws or procedures now or hereinafter in effect, relating to or affecting the enforcement or protection of creditors' rights generally;

b. the provisions of fraudulent preference and fraudulent conveyance (*Actio Pauliana*) and similar rights available in other jurisdictions to liquidators in bankruptcy proceedings or creditors;

c. claims based on tort (*onrechtmatige daad*); and

d. sanctions and measures implemented or effective in the Netherlands under the Sanctions Act 1977 (*Sanctiewet 1977*), or European Union regulations.

E. As used in the opinion expressed in paragraph 2 of this opinion letter, the term "non-assessable"—which term has no equivalent in Dutch—means that a holder of a share will not by reason of merely being such a holder, be subject to assessment or calls by the Company or its creditors for further payment on such share.

F. Under circumstances and unless an exemption applies, the awarding and/or exercise of Options could constitute the offering of securities to the public in the Netherlands, which is prohibited unless, with respect to that offering, a prospectus has been made generally available which has been approved by the Dutch Authority for the Financial Markets (*Stichting Autoriteit Financiële Markten*) or by another regulatory authority of another Member State of the European Economic Area. The Dutch Financial Supervision Act (*Wet op het financieel toezicht*) provides for an exemption from this prohibition in case of, inter alia:

a. an offer of securities to less than 150 persons or entities who are not qualified investors (*gekwalificeerde beleggers*); or

b. securities being offered, awarded or awardable by an employer or an entity, company or institution connected to such employer in a group to current or former members of the management board, current or former members of the supervisory board or current or former employees, provided that certain criteria are met.

G. This opinion letter does not purport to express any opinion or view on the operational rules and procedures of any clearing or settlement system or agency.

We consent to the filing of this opinion letter as an exhibit to the Registration Statement.

Sincerely yours,

/s/ NautaDutilh N.V.

NautaDutilh N.V.

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement on Form S-8 of ProQR Therapeutics N.V. of our report dated July 10, 2014, except for the capital reorganization which has the effect of a share split described in Note 21, as to which the date is September 15, 2014, relating to the financial statements of ProQR Therapeutics N.V. (f/k/a ProQR Therapeutics B.V.), which appears in the Registration Statement on Form F-1, Amendment No. 2 (File No. 333-198151) of ProQR Therapeutics N.V. (f/k/a ProQR Therapeutics B.V.)

/s/ Deloitte Accountants B.V.
Amsterdam, The Netherlands
October 17, 2014