

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

**Amendment No. 3
to
Form F-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933**

PROQR THERAPEUTICS B.V.*

(Exact Name of Registrant as Specified in Its Charter)

N/A

(Translation of Registrant's Name into English)

The Netherlands
(State or Other Jurisdiction of
Incorporation or Organization)

2834
(Primary Standard Industrial
Classification Code Number)

Not applicable
(I.R.S. Employer
Identification Number)

Daniel de Boer, Chief Executive Officer
ProQR Therapeutics B.V.
Darwinweg 24
2333 CR Leiden
The Netherlands
+31 (0)85 4 89 49 32

(Address, Including ZIP Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

CT Corporation System
111 Eighth Avenue
New York, NY 10011
(212) 894-8800

(Name, Address, Including ZIP Code, and 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

René Beukema, Chief Corporate Development
Officer & General Counsel
ProQR Therapeutics B.V.
Darwinweg 24
2333 CR Leiden
The Netherlands
+31 (0)85 4 89 49 32

Brian A. Johnson, Esq.
Timothy J. Corbett, Esq.
Wilmer Cutler Pickering Hale and Dorr LLP
7 World Trade Center
250 Greenwich Street
New York, NY 10007
(212) 230-8800

Approximate date of commencement of proposed sale to the public: As soon as practicable after this Registration Statement becomes effective.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

The Registrant hereby amends this Registration Statement on such date or dates as may be necessary to delay its effective date until the Registrant shall file a further amendment which specifically states that this Registration Statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the Registration Statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

* We intend to convert the legal form of our company under Dutch law prior to the completion of this offering from a private company with limited liability (*besloten vennootschap met beperkte aansprakelijkheid*) to a public company with limited liability (*naamloze vennootschap*) and to change our name from ProQR Therapeutics B.V. to ProQR Therapeutics N.V.

Explanatory Note

The sole purpose of this Amendment No. 3 to the Registration Statement on Form F-1 is to amend the exhibit index and to submit exhibits 5.1, 23.1 and 23.2. Accordingly, this Amendment No. 3 consists only of this explanatory note and Part II, including the signature page and the exhibit index. This Amendment No. 3 does not contain a copy of the prospectus that was included in Amendment No. 2 to the Registration Statement on Form F-1 and is not intended to amend or delete any part of the prospectus.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 6. *Indemnification of directors.*

Although Dutch law does not expressly provide for the indemnification of directors, the concept of indemnification of directors of a company for liabilities arising from their actions as members of the management board and supervisory board is, in principle, accepted in the Netherlands. Our articles of association provide that we will indemnify our 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 he becomes involved, to the extent this relates to his position with the company, 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 his duties as an officer of the company or an unlawful or illegal act and (b) to the extent that his 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). Our supervisory board may stipulate additional terms, conditions and restrictions in relation to such indemnification.

Reference is made to Sections 6 and 7 of the form of Underwriting Agreement filed as Exhibit 1.1 to the registration statement, which sets forth the registrant's and the underwriters' respective agreement to indemnify each other and to provide contribution in circumstances where indemnification is unavailable.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have been informed 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.

Item 7. *Recent sales of unregistered securities*

Set forth below is information regarding option awards and unrestricted and restricted share issuances made by us since our incorporation in February 2012. Also included is the consideration, if any, received by us for such option awards and shares and information relating to the section of the Securities Act, or rule of the SEC, under which exemption from registration was claimed.

Option awards

The table below summarizes all the option awards we have made since our inception pursuant to our Stock Option Plan. The grant of the option awards and the issuance of ordinary shares upon the exercise of options described in the table below were or will be made pursuant to Regulation S under the Securities Act, written compensatory plans or arrangements with our employees and directors in reliance on the exemption provided by Rule 701 promulgated under Section 3(b) of the Securities Act, or Rule 701. All recipients either received adequate information about us or had access, through employment or other relationships, to such information.

Date Of Grant	Number Of Shares Underlying Share Options	Current Exercise Price Per Share
September 26, 2013	272,530	€ 1.11
December 1, 2013	107,811	€ 1.11
January 1, 2014	10,180	€ 1.11
January 14, 2014	122,165	€ 1.11
February 1, 2014	71,263	€ 1.11
May 1, 2014	107,811	€ 3.04
May 31, 2014	23,924	€ 3.04
June 30, 2014	253,493	€ 3.04

Share issuances

On April 21, 2012, we entered into a seed loan agreement with certain investors and the chairman of our supervisory board, Dinko Valerio, in the principal amount of €300,000. On August 21, 2012, we issued an aggregate of 1,760,501 ordinary shares pursuant to the conversion of the seed loan agreement and for additional consideration of €201,765 in cash.

On February 6, 2013, we issued an aggregate of 1,972,050 ordinary shares to certain investors for aggregate consideration of €1,472,601 in cash.

On May 3, 2013, we issued an aggregate of 1,620,723 ordinary shares to certain investors for aggregate consideration of €1,559,770 in cash.

On November 22, 2013, we issued convertible notes to certain investors in the principal amount of €2,500,000.

On April 17, 2014, we issued an aggregate of 8,265,179 preferred shares pursuant to the conversion of the convertible notes and for additional consideration of €39,498,410 in cash.

On June 30, 2014, we issued 61,185 depository receipts to two existing shareholders upon the exercise of options to purchase depository receipts for aggregate consideration of €68,117 in cash.

All of the foregoing issuances were made outside the United States pursuant to Regulation S or to U.S. persons pursuant to Section 4(2) of the Securities Act.

Item 8. Exhibits and financial statement schedules

(a) The Exhibit Index is incorporated herein by reference.

Schedules have been omitted because the information required to be set forth therein is not applicable or is shown in the financial statements or the notes thereto.

Item 9. Undertakings

(a) The undersigned registrant hereby undertakes to provide to the underwriters at the closing specified in the underwriting agreement certificates in such denominations and registered in such names as required by the underwriters to permit prompt delivery to each purchaser.

(b) 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 SEC such indemnification is against public policy as expressed in the

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 Act and will be governed by the final adjudication of such issue.

(c) The undersigned registrant hereby undertakes that:

(1) For purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in a form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective.

(2) For the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus 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.

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 F-1 and has duly caused this Amendment No. 3 to the Registration Statement on Form F-1 to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Leiden, the Netherlands, on September 17, 2014.

PROQR THERAPEUTICS B.V.

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

Pursuant to the requirements of the Securities Act of 1933, this Amendment No. 3 to the Registration Statement on Form F-1 has been signed by the following persons in the capacities and on the dates indicated.

<u>SIGNATURES</u>	<u>TITLE</u>	<u>DATE</u>
<u>/s/ Daniel de Boer</u> Daniel de Boer	Chief Executive Officer and Director, Management Board <i>(Principal Executive Officer)</i>	September 17, 2014
<u>/s/ André Verwei</u> André Verwei	Head of Finance <i>(Principal Financial and Accounting Officer)</i>	September 17, 2014
<u>*</u> René Beukema	Director, Management Board	September 17, 2014
<u>*</u> Dinko Valerio	Chairman, Supervisory Board	September 17, 2014
<u>*</u> Antoine Benjamin Papiernik	Director, Supervisory Board	September 17, 2014
<u>*</u> Henri Termeer	Director, Supervisory Board	September 17, 2014

*By: /s/ Daniel de Boer
Name: Daniel de Boer
Title: Attorney in Fact

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

By: /s/ Donald J. Puglisi
Name: Donald J. Puglisi
Title: Managing Director

September 17, 2014

EXHIBIT INDEX

Exhibit No.	Description
1.1**	Form of Underwriting Agreement
3.1**	Articles of Association of the Registrant as in effect prior to this offering
3.2**	Form of Deed of Amendment to Articles of Association of the Registrant to be effective prior to the effectiveness of this registration statement
3.3**	Form of Amended Articles of Association of the Registrant to be effective upon the closing of this offering
4.1**	Form of Registration Rights Agreement by and between the Registrant and the shareholders party thereto to be entered into following the closing of this offering
5.1	Opinion of NautaDutilh N.V., Dutch legal counsel of the Registrant
10.1**#	ProQR Therapeutics B.V. Stock Option Plan and forms of notice of grant thereunder
10.2**#	ProQR Therapeutics N.V. Stock Option Plan and forms of notice of grant thereunder
10.3**#	Form of Management Services Agreement by and between the Registrant and Daniel Anton de Boer
10.4**#	Form of Management Services Agreement by and between the Registrant and René Beukema
10.5**	Form of Call Option Agreement by and between the Registrant and Stichting Continuity ProQR Therapeutics to be effective upon the closing of this offering
10.6**	Sublease of Office Accommodation dated as of September 5, 2013 by and between the Registrant and Pharming Technologies B.V.
10.7**	Sublease Agreement dated as of April 1, 2013 by and between the Registrant and MicroSafe Laboratories
10.8†**	Exclusive Patent License Agreement dated as of May 29, 2012 by and between the Registrant and The General Hospital Corporation d/b/a Massachusetts General Hospital
10.9†**	Agreement dated as of August 1, 2014 by and between the Registrant and Cystic Fibrosis Foundation Therapeutics, Inc.
10.10**#	Form of Indemnification Agreement for the Managing Directors, Supervisory Directors and officers of the Registrant
21.1**	Subsidiaries of the Registrant
23.1	Consent of Deloitte Accountants B.V., Independent Registered Public Accounting Firm
23.2	Consent of NautaDutilh N.V. (included in Exhibit 5.1)
24.1**	Powers of Attorney (included on signature page to the initial filing of this registration statement)

* To be filed by amendment

** Previously filed.

† Confidential treatment requested as to certain portions, which portions have been omitted and filed separately with the Securities and Exchange Commission

Management contract or compensatory plan or arrangement



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1077 XV Amsterdam
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F +31 20 71 71 111

Amsterdam, 17 September 2014

To:

ProQR Therapeutics B.V. (the "**Company**")
Darwinweg 24
2333 CR Leiden
The Netherlands

Ladies and Gentlemen:

SEC Exhibit 5.1 opinion letter

We have acted as your legal counsel as to Netherlands law in connection with (i) the issuance of 6,250,000 ordinary shares in registered form in the Company's capital with a nominal value of EUR 0.04 each (the "**Offer Shares**") and (ii) the potential additional issuance of up to 937,500 ordinary shares in registered form in the Company's capital with a nominal value of EUR 0.04 each (the "**Option Shares**") pursuant to an exercise of the option granted by the Company to the underwriters under the Underwriting Agreement (as defined below) (the "**Option**"). This opinion letter is rendered to you in order to be filed as an exhibit to the registration statement on Form F-1 to be filed by you with the U.S. Securities and Exchange Commission (the "**SEC**") in connection with the offering and listing of the Offer Shares and the Option Shares (if any) on the NASDAQ Global Market (the "**Registration Statement**").

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;

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.

- (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 amendment to the articles of association of the Company, dated 15 September 2014 (the “**Articles of Association**”);
- (iii) a draft of the deed of conversion and amendment to the articles of association of the Company with reference 82039122 M 12444334 (the “**Deed of Conversion**”);
- (iv) pdf copies of the written resolutions of the Company’s management board dated 28 August 2014, 7 September 2014 and 15 September 2014;
- (v) pdf copies of the written resolutions of the Company’s supervisory board dated 28 August 2014, 7 September 2014 and 15 September 2014;
- (vi) a draft of the written resolution of the pricing committee established by the Company’s management board with reference 82039122 M 12594952 (such written resolution, together with the written resolutions referred to under (iv) and (v), the “**Written Resolutions**”);
- (vii) a pdf copy of the minutes of an extraordinary general meeting of shareholders of the Company, held on 15 September 2014;
- (viii) a pdf copy of the minutes of a meeting of holders of preferred shares in the capital of the Company, held on 15 September 2014 (such minutes, together with the minutes referred to under (vii), the “**Minutes**”);
- (ix) a draft underwriting agreement relating to the offering of the Offer Shares and the Option Shares (if any) with reference number 74770941.10 (the “**Underwriting Agreement**”);
- (x) a draft deed of issuance relating to the issuance of the Offer Shares with reference number 82039122 M 12596660 (the “**Deed of Issue of Offer Shares**”);
- (xi) a draft deed of issuance relating to the issuance of the Option Shares with reference number 82039122 M 12747372 (the “**Deed of Issue of Option Shares**” and together with the Deed of Issue of Offer Shares, the “**Deeds of Issue**”); and
- (xii) 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. drafts of documents reviewed by us shall be in conformity with the executed originals, each copy of a document conforms to the original, each original is authentic, and each signature is the genuine signature of the individual purported to have placed that signature;

- b. the Registration Statement has been or shall be filed with the SEC, and shall become effective, in the form referred to in this opinion letter;
- c. (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 when the Registration Statement becomes effective (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 when the Registration Statement becomes effective, (iii) the Articles of Association are the articles of association of the Company currently in force and (iv) the Deed of Conversion will be executed before the Offer Shares or any Option Shares are issued. The Extract supports item (iii) of this assumption;
- d. the resolutions recorded in the Written Resolutions and the Minutes will be in full force and effect upon the issue of the Offer Shares and any issue of Option Shares, and the factual statements made, or to be made, and the confirmations given, or to be given, in the Written Resolutions and the Minutes are complete and correct and correctly reflect the resolutions reflected therein;
- e. (i) the Offer Shares will be issued pursuant to the Deed of Issue of Offer Shares, (ii) the Option Shares will be issued pursuant to the Deed of Issue of Option Shares pursuant to a valid exercise of the Option, (iii) all parties to the Deeds of Issue, other than the Company, will have the corporate power to execute such deeds, (iv) all parties to the Deeds of Issue, other than the Company, will take all corporate action required to execute such deeds and to issue the Offer Shares and the Option Shares, as the case may be, and (v) all parties to the Deeds of Issue will be validly represented by the persons signing the Deeds of Issue on their behalf; and
- f. 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 has been duly incorporated and is validly existing as a *besloten vennootschap met beperkte aansprakelijkheid*.

2. The Offer Shares, when issued pursuant to the Deed of Issue of Offer Shares validly signed on behalf of all parties thereto and paid for in accordance with the Underwriting Agreement and the Deed of Issue of Offer Shares, will be validly issued, fully paid and non-assessable.
3. The Option Shares, when issued pursuant to the Deed of Issue of Option Shares validly signed on behalf of all parties thereto and paid for in accordance with the Underwriting Agreement and the Deed of Issue of Option Shares, 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 clauses contained in the Articles of Association and in the Deed of Conversion, we have no reason to believe that by entering into the Deeds of Issue the Company would transgress the description of the objects contained in such objects clauses. 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 the Deeds 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 opinions expressed in paragraphs 2 and 3 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. 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 and also consent to the reference to NautaDutilh N.V. in the Registration Statement under the caption “Legal Matters”.

Sincerely yours,

/s/ NautaDutilh N.V.

NautaDutilh N.V.

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use in the Amendment No. 2 to Registration Statement No. 333-198151 of our report dated July 10, 2014, except for the capital reorganization which has the effect of a share split as described in Note 21, as to which the date is September 15, 2014, relating to the financial statements of ProQR Therapeutics B.V., appearing in the Prospectus, which is part of this Registration Statement. We also consent to the reference to us under the heading "Experts" in such Prospectus.

/s/ Deloitte Accountants B.V.

Amsterdam, The Netherlands
September 17, 2014