

## INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104  
Estimated average burden  
hours per response: 0.5Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934  
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Protomold Investment Company, LLC</u>  (Last) (First) (Middle) <u>2600 EAGAN WOODS DRIVE</u> <u>SUITE 150</u>  (Street) <u>EAGAN MN 55121</u>  (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>02/23/2012</u>	3. Issuer Name and Ticker or Trading Symbol <u>Proto Labs Inc [ PRLB ]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year)  6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> 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)
<u>Common Stock</u>	<u>3,189,648<sup>(1)</sup></u>	<u>D</u>	

## 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: 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			

1. Name and Address of Reporting Person* <u>Protomold Investment Company, LLC</u>  (Last) (First) (Middle) <u>2600 EAGAN WOODS DRIVE</u> <u>SUITE 150</u>  (Street) <u>EAGAN MN 55121</u>  (City) (State) (Zip)
1. Name and Address of Reporting Person* <u>Smith Brian K</u>  (Last) (First) (Middle) <u>5540 PIONEER CREEK DRIVE</u>  (Street) <u>MAPLE PLAIN MN 55359</u>  (City) (State) (Zip)

## Explanation of Responses:

1. These shares are directly owned by Protomold Investment Company, LLC. Brian Smith is the President of Protomold Investment Company, LLC and a director of the Issuer. Mr. Smith disclaims beneficial ownership of the shares except to the extent of his pecuniary interest.

## Remarks:

/s/ Catherine M. Verschelden,  
Attorney-in-Fact for Protomold 02/23/2012  
Investment Company, LLC

/s/ Catherine M. Verschelden,  
Attorney-in-Fact for Brian K. 02/23/2012  
Smith

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

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

POWER OF ATTORNEY OF PROTOMOLD INVESTMENT COMPANY, LLC

The undersigned hereby authorizes and designates each of John R. Judd, William R. Langton, Edward E. Bolton, W. Morgan Burns, Mark D. Pihlstrom, Catherine M. Verschelden, Samuel A. Rosenbaum and Julie M. Regnier signing singly, as the undersigned's true and lawful attorney in fact to:

(1) execute for and on the undersigned's behalf, in the undersigned's capacity as a greater than 10% shareholder of Proto Labs, Inc. (the "Company"), Form ID or Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations promulgated thereunder and other forms or reports on the undersigned's behalf as may be required to file in connection with its ownership, acquisition, or disposition of securities of the Company, including Form 144;

(2) do and perform any and all acts for and on the undersigned's behalf that may be necessary or desirable to complete and execute any such Form ID or Form 3, 4 or 5 and timely file such form with the Securities and Exchange Commission, any stock exchange or similar authority, and the National Association of Securities Dealers; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be in the undersigned's best interest, or legally required of the undersigned, it being understood that the statements executed by such attorney in fact on the undersigned's behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

I hereby further grant to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. I hereby acknowledge that the foregoing attorneys in fact, in serving in such capacity at the undersigned's request, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the undersigned's is no longer required to file Form ID or Forms 3, 4 and 5 with respect to its holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned's in a signed writing delivered to the foregoing attorneys in fact. Notwithstanding the foregoing, if any such attorney-in-fact hereafter ceases to be at least one of the following: (i) an employee of the Company, (ii) a partner of Faegre Baker Daniels LLP or (iii) an employee of Faegre Baker Daniels LLP, then this Power of Attorney shall be automatically revoked solely as to such individual, immediately upon such cessation, without any further action on the undersigned's part.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be duly executed as of this 15th day of February, 2012.

Protomold Investment Company, LLC

By: /s/ Brian K. Smith  
Name: Brian K. Smith  
Title: Chief Manager

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POWER OF ATTORNEY OF BRIAN K. SMITH

I, Brian K. Smith, hereby authorize and designate each of John R. Judd, William R. Langton, Edward E. Bolton, W. Morgan Burns, Mark D. Pihlstrom, Catherine M. Verschelden and Julie M. Regnier signing singly, as my true and lawful attorney in fact to:

(1) execute for and on my behalf, in my capacity as an officer and/or director of Proto Labs, Inc. (the "Company"), Form ID or Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules and regulations promulgated thereunder and other forms or reports on my behalf as may be required to file in connection with my ownership, acquisition, or disposition of securities of the Company, including Form 144;

(2) do and perform any and all acts for and on my behalf that may be necessary or desirable to complete and execute any such Form ID or Form 3, 4 or 5 and timely file such form with the Securities and Exchange Commission, any stock exchange or similar authority, and the National Association of Securities

Dealers; and

(3) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney in fact, may be to my benefit, in my best interest, or legally required of me, it being understood that the statements executed by such attorney in fact on my behalf pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney in fact may approve in such attorney in fact's discretion.

I hereby further grant to each such attorney in fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as I might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney in fact, or such attorney in fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. I hereby acknowledge that the foregoing attorneys in fact, in serving in such capacity at my request, are not assuming, nor is the Company assuming, any of my responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until I am no longer required to file Form ID or Forms 3, 4 and 5 with respect to my holdings of and transactions in securities issued by the Company, unless earlier revoked by me in a signed writing delivered to the foregoing attorneys in fact. Notwithstanding the foregoing, if any such attorney-in-fact hereafter ceases to be at least one of the following: (i) an employee of the Company, (ii) a partner of Faegre Baker Daniels LLP or (iii) an employee of Faegre Baker Daniels LLP, then this Power of Attorney shall be automatically revoked solely as to such individual, immediately upon such cessation, without any further action on my part.

I hereby revoke all previous Powers of Attorney that have been granted by me in connection with my reporting obligations, if any, under Section 16 of the Exchange Act with respect to my holdings of and transactions in securities issued by the Company.

IN WITNESS WHEREOF, I have caused this Power of Attorney to be duly executed as of this 1st day of February, 2012.

/s/ Brian K. Smith