

Prothena Corp plc  
Form 4  
October 14, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Walker Karin L

(Last) (First) (Middle)

C/O PROTHENA BIOSCIENCES  
INC, 650 GATEWAY  
BOULEVARD

(Street)

SOUTH SAN  
FRANCISCO, CA 94080

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Prothena Corp plc [PRTA]

3. Date of Earliest Transaction  
(Month/Day/Year)  
10/13/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3)             | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|   |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |                                   |
| Ordinary Shares, par value \$0.01 per share | 10/13/2016                           |  | M                              | 3,000 A \$ 9.75   | 3,000   | D  |                                   |
| Ordinary Shares, par value \$0.01 per share | 10/13/2016                           |  | S <sup>(1)</sup>               | 1,200 D \$ 53.6963  | 1,800   | D  |                                   |
|   |                                      |  |                                | (2)   |   |  |                                   |

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|   |            |                  |       |   |            |       |   |
|---|------------|------------------|-------|---|------------|-------|---|
| Ordinary Shares, par value \$0.01 per share | 10/13/2016 | S <sup>(1)</sup> | 1,800 | D | \$ 54.7369 | 0     | D |
|   |            |                  |       |   | <u>(3)</u> |       |   |
| Ordinary Shares, par value \$0.01 per share | 10/13/2016 | M                | 2,000 | A | \$ 29.81   | 2,000 | D |
| Ordinary Shares, par value \$0.01 per share | 10/13/2016 | S <sup>(1)</sup> | 1,100 | D | \$ 53.6082 | 900   | D |
|   |            |                  |       |   | <u>(4)</u> |       |   |
| Ordinary Shares, par value \$0.01 per share | 10/13/2016 | S <sup>(1)</sup> | 900   | D | \$ 54.7133 | 0     | D |
|   |            |                  |       |   | <u>(5)</u> |       |   |

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

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SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. F. Derivative Securities (Instr. 3 and 4) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title  | Amount or Number of Shares |
| Stock Option (right to buy)                | \$ 9.75  | 10/13/2016                           |  | M                              | 3,000   | <u>(6)</u>   | 06/02/2023  | Ordinary Shares                              | 3,000                      |
| Stock Option                               | \$ 29.81   | 10/13/2016                           |  | M                              | 2,000   | <u>(7)</u>   | 02/04/2024  | Ordinary Shares                              | 2,000                      |

(right to  
buy)

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |         |             |
|--|---------------|-----------|---------|-------------|
|  | Director      | 10% Owner | Officer | Other       |
| Walker Karin L<br>C/O PROTHENA BIOSCIENCES INC<br>650 GATEWAY BOULEVARD<br>SOUTH SAN FRANCISCO, CA 94080 |               |           |         | See Remarks |

## Signatures

/s/ Arthur W. Homan, as Attorney-in-Fact for Karin L.  
Walker

10/14/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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).
- (1) The sale reported in the Form 4 was effected pursuant to a Rule 10b5 1 trading plan adopted by the Reporting Person.  
The transaction was executed in multiple trades in prices ranging from \$53.26 to \$54.22, inclusive. The price reported in Column 4 above
  - (2) reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.  
The transaction was executed in multiple trades in prices ranging from \$54.49 to \$55.00, inclusive. The price reported in Column 4 above
  - (3) reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.  
The transaction was executed in multiple trades in prices ranging from \$53.26 to \$54.15, inclusive. The price reported in Column 4 above
  - (4) reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.  
The transaction was executed in multiple trades in prices ranging from \$54.40 to \$54.91, inclusive. The price reported in Column 4 above
  - (5) reflects the weighted average sale price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, the Issuer, or a stockholder of the Issuer, information regarding the number of shares and prices at which the transaction was effected.  
The shares subject to the option will vest and become exercisable as to 25% of the total number of shares subject to the option on May 20, 2014 and with respect to 1/48th of the total number of shares subject to the option in successive, equal monthly installments on each
  - (6) monthly anniversary thereafter, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.  
The shares subject to the option will vest and become exercisable as to 25% of the total number of shares subject to the option on
  - (7) February 4, 2015 and with respect to 1/48th of the total number of shares subject to the option in successive, equal monthly installments on each monthly anniversary thereafter, subject to the Reporting Person's continued employment or service relationship with the Issuer on each such vesting date.

### Remarks:

Controller, Chief Accounting Officer and Head of Accounting

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

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