

Prothena Corp plc  
Form 3  
June 13, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*

Â Zago Wagner M.  
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
06/09/2017

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

C/O PROTHENA  
BIOSCIENCES INC,Â 331  
OYSTER POINT BOULEVARD

(Street)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
Chief Scientific Officer

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

SOUTH SAN FRANCISCO,Â CAÂ 94080

(City) (State) (Zip)

**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)

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

SEC 1473 (7-02)

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**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 of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Date Expiration Date

Title Amount or Number of

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				Shares		or Indirect (I) (Instr. 5)	
Stock Option (right to buy)	Â (1)	01/29/2023	Common Stock	16,000	\$ 6.41	D	Â
Stock Option (right to buy)	Â (2)	09/03/2023	Common Stock	15,000	\$ 20.17	D	Â
Stock Option (right to buy)	Â (3)	02/04/2024	Common Stock	15,000	\$ 29.81	D	Â
Stock Option (right to buy)	Â (4)	03/11/2025	Common Stock	19,000	\$ 27.81	D	Â
Stock Option (right to buy)	Â (5)	02/24/2026	Common Stock	21,000	\$ 34.61	D	Â
Stock Option (right to buy)	Â (6)	02/22/2027	Common Stock	20,000	\$ 55	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zago Wagner M. C/O PROTHENA BIOSCIENCES INC 331 OYSTER POINT BOULEVARD SOUTH SAN FRANCISCO, CA 94080	Â	Â	Â Chief Scientific Officer	Â

## Signatures

/s/ A.W. Homan, as Attorney-in-Fact for Wagner M. Zago 06/13/2017

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* 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).
- (1) The original grant was for 36,000 shares, of which 20,000 shares have been exercised and sold. The remaining shares underlying the option (16,000 shares) are fully vested and exercisable as of the date hereof.
  - A portion of the shares (14,062 shares) underlying this option are vested and exercisable as of the date hereof. The remaining shares
- (2) subject to the option (938 shares) vest in successive, equal monthly installments through September 3, 2017, subject to the Reporting Person's continued employment with the Issuer on each such vesting date.
  - A portion of the shares (12,500 shares) underlying this option are vested and exercisable as of the date hereof. The remaining shares
- (3) subject to the option (2,500 shares) vest in successive, equal monthly installments through February 4, 2018, subject to the Reporting Person's continued employment with the Issuer on each such vesting date.
  - A portion of the shares (10,291 shares) underlying this option are vested and exercisable as of the date hereof. The remaining shares
- (4) subject to the option (8,709 shares) vest in successive, equal monthly installments through March 11, 2019, subject to the Reporting Person's continued employment with the Issuer on each such vesting date.
- (5) A portion of the shares (6,562 shares) underlying this option are vested and exercisable as of the date hereof. The remaining shares subject to the option (14,438 shares) vest in successive, equal monthly installments through February 24, 2020, subject to the Reporting

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Person's continued employment with the Issuer on each such vesting date.

- (6) 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 February 22, 2018 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 with the Issuer on each such vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.