

Prothena Corp plc
Form 3
June 13, 2017

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
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
(Check all applicable)

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

C/O PROTHENA
BIOSCIENCES INC, 331
OYSTER POINT BOULEVARD
(Street)

SOUTH SAN FRANCISCO, CA 94080
(City) (State) (Zip)

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

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

SEC 1473 (7-02)

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 control number.

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) Date Exercisable Expiration Date	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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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 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.
- (2) A portion of the shares (12,500 shares) underlying this option are vested and exercisable as of the date hereof. The remaining shares 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.
- (3) A portion of the shares (10,291 shares) underlying this option are vested and exercisable as of the date hereof. The remaining shares 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.
- (4) 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.