

Prothena Corp plc  
Form 4  
April 15, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(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)

04/13/2016

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 \_\_\_\_ Other (specify  
below) 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<br>Security<br>(Instr. 3)                   | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------|
| Ordinary<br>Shares,<br>par value<br>\$0.01 per<br>share | 04/13/2016                              |                                                             | M                                       | 2,000                                                                   | A \$ 9.75                                                                                                          | 2,000                                                                      | D                                                                              |
| Ordinary<br>Shares,<br>par value<br>\$0.01 per<br>share | 04/13/2016                              |                                                             | S <sup>(1)</sup>                        | 1,600                                                                   | D \$<br>44.7769                                                                                                    | 400                                                                        | D                                                                              |

(2)

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|                                                         |            |                         |       |   |                             |       |   |
|---------------------------------------------------------|------------|-------------------------|-------|---|-----------------------------|-------|---|
| Ordinary<br>Shares,<br>par value<br>\$0.01 per<br>share | 04/13/2016 | <u>S</u> <sup>(1)</sup> | 400   | D | \$ 45.59                    | 0     | D |
| Ordinary<br>Shares,<br>par value<br>\$0.01 per<br>share | 04/13/2016 | M                       | 1,000 | A | \$ 29.81                    | 1,000 | D |
| Ordinary<br>Shares,<br>par value<br>\$0.01 per<br>share | 04/13/2016 | <u>S</u> <sup>(1)</sup> | 1,000 | D | \$<br>45.2825<br><u>(3)</u> | 0     | D |
| Ordinary<br>Shares,<br>par value<br>\$0.01 per<br>share | 04/13/2016 | M                       | 1,000 | A | \$ 27.81                    | 1,000 | D |
| Ordinary<br>Shares,<br>par value<br>\$0.01 per<br>share | 04/13/2016 | <u>S</u> <sup>(1)</sup> | 1,000 | D | \$<br>45.2875<br><u>(4)</u> | 0     | D |

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

**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.**

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

|                                      |          |            |   |       |            |            |                    |                    |  |
|--------------------------------------|----------|------------|---|-------|------------|------------|--------------------|--------------------|--|
| Stock<br>Option<br>(right to<br>buy) |          |            |   |       |            |            |                    | Ordinary<br>Shares |  |
| Stock<br>Option<br>(right to<br>buy) | \$ 29.81 | 04/13/2016 | M | 1,000 | <u>(6)</u> | 02/04/2024 | Ordinary<br>Shares | 1,000              |  |
| Stock<br>Option<br>(right to<br>buy) | \$ 27.81 | 04/13/2016 | M | 1,000 | <u>(7)</u> | 03/11/2025 | Ordinary<br>Shares | 1,000              |  |

## 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

04/15/2016

                    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 \$44.43 to \$45.41, inclusive. The price reported in Column 4 above 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.

(3) The transaction was executed in multiple trades in prices ranging from \$45.00 to \$45.59, inclusive. The price reported in Column 4 above 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.

(4) The transaction was executed in multiple trades in prices ranging from \$45.00 to \$45.59, inclusive. The price reported in Column 4 above 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.

(5) 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 monthly anniversary thereafter, subject to the Reporting Person's continued employment or service relationship 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 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.

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- 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 March
- (7) 11, 2016 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.

### 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.

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.