

# PROTHENA CORP PLC

Reported by  
**WALKER KARIN L**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 04/19/17 for the Period Ending 04/17/17

Telephone	011-353-1-236-2500
CIK	0001559053
Symbol	PRTA
SIC Code	2834 - Pharmaceutical Preparations
Industry	Biotechnology & Medical Research
Sector	Healthcare
Fiscal Year	12/31

# FORM 4

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

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed 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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>Walker Karin L</b>			<b>Prothena Corp plc [ PRTA ]</b>			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>See Remarks</b>		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>C/O PROTHENA BIOSCIENCES INC, 331 OYSTER POINT BOULEVARD</b>			<b>4/17/2017</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>SOUTH SAN FRANCISCO, CA 94080</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)								

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

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)			
Ordinary Shares, par value \$0.01 per share	4/17/2017		M		3000	A	\$9.75	3000	D
Ordinary Shares, par value \$0.01 per share	4/17/2017		S (1)		2900	D	\$52.2105 (2)	100	D
Ordinary Shares, par value \$0.01 per share	4/17/2017		S (1)		100	D	\$52.70	0	D
Ordinary Shares, par value \$0.01 per share	4/17/2017		M		2000	A	\$29.81	2000	D
Ordinary Shares, par value \$0.01 per share	4/17/2017		S (1)		2000	D	\$52.2908 (3)	0	D

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to buy)	\$9.75	4/17/2017		M		3000		(4)	6/2/2023	Ordinary Shares	3000	\$0.00	5000	D	
Stock Option (right to buy)	\$29.81	4/17/2017		M		2000		(5)	2/4/2024	Ordinary Shares	2000	\$0.00	3000	D	

### Explanation of Responses:

- 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 \$51.68 to \$52.64, 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.
- The transaction was executed in multiple trades in prices ranging from \$51.68 to \$52.66, 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.
- 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.
- 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.

### Remarks:

Chief Accounting Officer and Controller

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Walker Karin L C/O PROTHENA BIOSCIENCES INC 331 OYSTER POINT BOULEVARD SOUTH SAN FRANCISCO, CA 94080</b>			<b>See Remarks</b>	

**Signatures**/s/ Arthur W. Homan, as Attorney-in-Fact for Karin L. Walker4/19/2017

\*\*Signature of Reporting Person

Date

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 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).

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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