

PROTHENA CORP PLC

Reported by
ZAGO WAGNER M.

FORM 3

(Initial Statement of Beneficial Ownership)

Filed 06/13/17 for the Period Ending 06/09/17

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

INITIAL STATEMENT OF 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. Date of Event Requiring Statement (MM/DD/YYYY)		3. Issuer Name and Ticker or Trading Symbol		
Zago Wagner M.			6/9/2017		Prothena Corp plc [PRTA]		
(Last) (First) (Middle)			4. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
C/O PROTHENA BIOSCIENCES INC, 331 OYSTER POINT BOULEVARD			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Scientific Officer /				
(Street)			5. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)		
SOUTH SAN FRANCISCO, CA 94080					<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 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)

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

1. Title of Derivate Security (Instr. 4)	2. Date Exercisable and Expiration Date (MM/DD/YYYY)		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) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Stock Option (right to buy)	(1)	1/29/2023	Common Stock	16000	\$6.41	D	
Stock Option (right to buy)	(2)	9/3/2023	Common Stock	15000	\$20.17	D	
Stock Option (right to buy)	(3)	2/4/2024	Common Stock	15000	\$29.81	D	
Stock Option (right to buy)	(4)	3/11/2025	Common Stock	19000	\$27.81	D	
Stock Option (right to buy)	(5)	2/24/2026	Common Stock	21000	\$34.61	D	
Stock Option (right to buy)	(6)	2/22/2027	Common Stock	20000	\$55.00	D	

Explanation of Responses:

- 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.
- 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.

- (4) 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.
- (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 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.

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			Chief Scientific Officer	

Signatures

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

6/13/2017

—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 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).

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

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.

POWER OF ATTORNEY

KNOW ALL BY THESE PRESENTS, that the undersigned hereby constitutes and appoints A. W. Homan, Karin L. Walker and Kevin J. Hickey, and their respective successors, and each of them the undersigned's true and lawful attorneys-in-fact and agents with full power of substitution, signing singly, for the undersigned and in the undersigned's name, place and stead, in any and all capacities, to:

1. prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 (as amended, the "Exchange Act") or any rule or regulation of the SEC;
2. complete, execute and timely file for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Prothena Corporation plc (the "Company"), Forms 3, 4 and 5, any other forms, and any amendments thereto in accordance with Section 16(a) of the Exchange Act and the rules and regulations thereunder; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

The undersigned agrees that each such attorney-in-fact herein may rely entirely on information furnished orally or in writing by the undersigned to such attorney-in-fact. The undersigned also agrees to indemnify and hold harmless the Company and each such attorney-in-fact against any losses, claims, damages or liabilities (or actions in these respects) that arise out of or are based upon any untrue statements or omission of necessary facts in the information provided by the undersigned to such attorney-in fact for purposes of executing, acknowledging, delivering or filing Forms 3, 4 or 5, Form ID or any other form (including amendments thereto) and agrees to reimburse the Company and such attorney-in-fact for any legal or other expenses reasonably incurred in connection with investigating or defending against any such loss, claim, damage, liability or action.

This Power of Attorney supersedes any power of attorney previously executed by the undersigned regarding the purposes outlined in the first paragraph hereof ("Prior Powers of Attorney"), and the authority of the attorneys-in-fact named in any Prior Powers of Attorney is hereby revoked.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier (a) revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact or (b) superseded by a new power of attorney regarding the purposes outlined in the first paragraph hereof dated as of a later date.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 2nd day of June, 2017.

Signature: /s/ Wagner M. Zago

Name: Wagner M. Zago