

PROTHENA CORP PLC

FORM S-8

(Securities Registration: Employee Benefit Plan)

Filed 05/23/17

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|-------------|------------------------------------|
| 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 |

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

**FORM S-8
REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933**

PROTHENA CORPORATION PUBLIC LIMITED COMPANY

(Exact Name of Registrant as Specified in its Charter)

Ireland
(State or Other Jurisdiction of Incorporation)

98-1111119
(IRS Employer Identification No.)

**Adelphi Plaza
Upper George's Street
Dún Laoghaire
Co. Dublin, A96 T927, Ireland**
(Address of Principal Executive Offices including Zip Code)

Prothena Corporation plc Amended and Restated 2012 Long Term Incentive Plan
(Full Title of the Plan)

**A. W. Homan
Chief Legal Officer
Prothena Corporation plc
c/o Prothena Biosciences Inc
331 Oyster Point Boulevard
South San Francisco, California 94080
(650) 837-8550**
(Name, Address, Including Zip Code, and Telephone Number,
Including Area Code, of Agent for Service)

**Copy to:
Alan C. Mendelson, Esq.
Kathleen M. Wells, Esq.
Latham & Watkins LLP
140 Scott Drive
Menlo Park, California 94025
(650) 328-4600**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company", and "emerging growth company" in Rule 12b-2 of the Exchange Act.:

- | | | | |
|-------------------------|--|---------------------------|--------------------------|
| Large accelerated filer | <input checked="" type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input type="checkbox"/> (Do not check if a smaller reporting company) | Smaller reporting company | <input type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price | Amount of Registration Fee |
|---|--------------------------------|--|--|-----------------------------------|
| Ordinary Shares, par value \$0.01 per share | 1,350,000 ⁽¹⁾ | \$54.90 ⁽²⁾ | \$74,115,000 | \$8,589.93 |

⁽¹⁾ Pursuant to Rule 416(a) promulgated under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also cover any additional ordinary shares of the Registrant, par value \$0.01 per share ("Ordinary Shares") that become issuable under the Prothena Corporation plc Amended and Restated 2012 Long Term Incentive Plan, as amended (the "Plan") by reason of any share dividend, share split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding shares of the Registrant's Ordinary Shares.

⁽²⁾ Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act for the Ordinary Shares registered hereunder (based on the average of the high (\$56.23) and low (\$53.57) prices for the Registrant's Ordinary Shares reported by The NASDAQ Global Select Market on May 17, 2017).

Proposed sale to take place as soon after the effective date of the registration statement as practicable.

EXPLANATORY NOTE

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 1,350,000 of the Registrant's Ordinary Shares to be issued pursuant to the Plan, for which registration statements of the Registrant on Form S-8 relating to such employee benefit plan are effective (File Nos. 333-187726, 333-196572 and 333-211653), in accordance with General Instruction E of Form S-8.

PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

We are not filing with or including in this Form S-8 the information called for in part I of Form S-8 (by incorporation by reference or otherwise) in accordance with the rules and regulations of the Securities and Exchange Commission (the "Commission").

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Incorporation by Reference of Contents of Registration Statements on Form S-8

The contents of the registration statements on Form S-8, filed with the Commission on April 4, 2013 (File No. 333-187726), June 6, 2014 (File No. 333-196572) and May 26, 2016 (File No. 333-211653), are incorporated by reference herein.

Item 8. Exhibits

See Index to Exhibits included herein.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of South San Francisco, State of California, on this 23th day of May, 2017.

**Prothena Corporation plc
(Registrant)**

/s/ Gene G. Kinney

**Gene G. Kinney
President and Chief Executive
Officer**

/s/ Tran B. Nguyen

**Tran B. Nguyen
Chief Financial Officer**

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENT, that each person whose signature appears below does hereby constitute and appoint Gene G. Kinney, Tran B. Nguyen and A. W. Homan, and each of them, with full power of substitution and full power to act without the other, his true and lawful attorney-in-fact and agent to act for him in his name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file this Registration Statement, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in order to effectuate the same as fully, to all intents and purposes, as they or he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or any of them, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

| <u>Name</u> | <u>Title</u> | <u>Date</u> |
|---|---|--------------|
| <u>/s/Gene G. Kinney</u> Gene G. Kinney, Ph.D. | President and Chief Executive Officer (Principal Executive Officer) and Director | May 23, 2017 |
| <u>/s/Tran B. Nguyen</u> Tran B. Nguyen | Chief Financial Officer (Principal Financial Officer) | May 23, 2017 |
| <u>/s/Karin L. Walker</u> Karin L. Walker | Chief Accounting Officer and Controller (Principal Accounting Officer) | May 23, 2017 |
| <u>/s/Lars G. Ekman</u> Lars G. Ekman, M.D., Ph.D. | Chairman of the Board | May 23, 2017 |
| <u>/s/Richard T. Collier</u> Richard T. Collier | Director | May 23, 2017 |
| <u>/s/Shane M. Cooke</u> Shane M. Cooke | Director | May 23, 2017 |
| <u>/s/K. Anders O. Härfstrand</u> K. Anders O. Härfstrand, M.D., Ph.D. | Director | May 23, 2017 |
| <u>/s/Christopher S. Henney</u> Christopher S. Henney, D.Sc., Ph.D. | Director | May 23, 2017 |
| <u>/s/Dennis J. Selkoe</u> Dennis J. Selkoe, M.D. | Director | May 23, 2017 |

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 5.1 | Opinion of A&L Goodbody |
| 23.1 | Consent of KPMG LLP |
| 23.2 | Consent of A&L Goodbody (included in Exhibit 5.1) |
| 24.1 | Power of Attorney (included on the signature page hereto) |
| 99.1 # | Prothena Corporation plc Amended and Restated 2012 Long Term Incentive Plan (as of February 22, 2017) ⁽¹⁾ |

⁽¹⁾ Incorporated by reference from Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Securities and Exchange Commission on May 23, 2017.

Indicates management contract or compensatory plan or arrangement.

Opinion of A&L Goodbody

A&L Goodbody Solicitors International Financial Services Centre North Wall Quay Dublin 1

Tel: +353 1 649 2000 Fax: +353 1 649 2649 email: info@algoodbody.com website: www.algoodbody.com dx: 29 Dublin

Our ref | AFC/DEG 01405528

Your ref |

Date | [23 May] 2017

Board of Directors
Prothena Corporation plc
Adelphi Plaza
Upper George's Street
Dún Laoghaire
Co. Dublin
A96 T927
Ireland

Re: Prothena Corporation plc (" **Prothena** ")

Dear Sirs,

We are acting as Irish counsel for Prothena, a public limited company incorporated under the laws of Ireland, in connection with the proposed registration by Prothena of 1,350,000 ordinary shares, par value \$0.01 per share (the "**Ordinary Shares**"), issuable under the Prothena Corporation plc Amended and Restated 2012 Long-Term Incentive Plan (the "**Amended and Restated Plan**"), pursuant to a Registration Statement on Form S-8 (the "**Registration Statement**") to be filed by Prothena under the Securities Act of 1933, as amended. Three prior registration statements on Form S-8s were filed with the United States Securities and Exchange Commission (the "**SEC**") on 4 April 2013, 6 June 2014 and 26 May 2016 relating to the registration by Prothena of 7,400,000 ordinary shares, par value \$0.01 per share, issuable under the Prothena Corporation plc 2012 Long-Term Incentive Plan then in force. This Opinion is solely related to the Registration Statement.

In connection with this Opinion, we have reviewed copies of such corporate records of Prothena as we have deemed necessary as a basis for the opinions hereinafter expressed. In rendering this Opinion, we have examined, and have assumed the truth and accuracy of the contents of, such documents and certificates of officers of Prothena and of public officials as to factual matters and have conducted such searches in public registries in Ireland as we have deemed necessary or appropriate for the purposes of this Opinion but have made no independent investigation regarding such factual matters. In our examination we have assumed the truth and accuracy of the information contained in such documents, the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified or photostatic copies and the authenticity of the originals of such documents.

We have further assumed that none of the resolutions and authorities of the shareholders and Directors of Prothena upon which we have relied have been varied, amended or revoked in any respect or have expired and that the Ordinary Shares will be issued in accordance with such resolutions and authorities.

We further assume that Prothena will comply with all covenants given and representations and warranties made in connection with the Amended and Restated Plan, including, without limitation, any covenant to maintain sufficient authorised share capital in respect of the Ordinary Shares issuable upon the exercise of any rights under the Amended and Restated Plan.

Having made such further investigation and reviewed such other documents as we have considered requisite or desirable, subject to the foregoing and to the within additional qualifications and assumptions, we are of the opinion that:

1. Prothena has been duly incorporated and is an existing public limited company under the laws of Ireland; and

Dublin Belfast London New York San Francisco Palo Alto

P.M. Law L.A. Kennedy M.P. McKenna C. Rogers C. Christle M.F. Barr J. Cahir M. Rasdale K. Killalea C. Clarkin S.E. Carson
C.E. Gill S.M. Doggett K.A. Feeney G.O'Toole S.O'Croinin A.M. Curran M. Traynor D. Inverarity L. Mulleady R. Grey P. Diggin
E.M. FitzGerald B. McDermott M. Sherlock J.N. Kelly J.W. Yarr A. Roberts P.M. Murray M. Coghlan K. Ryan R. Lyons J. Williams
J.G. Grennan C. Duffy E.P. Conlon N. O'Sullivan D.R. Baxter M. Dale N. Ryan D.R. Francis E. Hurley J. Sheehy A. O'Beirne
J. Coman E.M. Brady E. MacNeill M.J. Ward A. McCarthy C. McCourt P. Walker A. Casey G. Stanley C. Morrissey
P.D. White P.V. Maher K.P. Allen A.C. Burke J.F. Whelan R.M. Moore K. Furlong B. Hosty D. Dagostino C. McLoughlin
V.J. Power S. O'Riordan E.A. Roberts D. Widger J.B. Somerville D. Main P.T. Fahy M. O'Brien E. Keane C. Carroll

Consultant s: J.R. Osborne S.W. Haughey Professor J.C.W. Wylie A.F. Browne M.A. Greene A.V. Fanagan J.A. O'Farrell I.B. Moore

2. the Ordinary Shares have been duly authorised and when issued in accordance with the Amended and Restated Plan and the options or other equity awards granted or to be granted thereunder, will be validly issued, fully paid and not subject to calls for any additional payments (“nonassessable”).

In rendering this Opinion, we have confined ourselves to matters of Irish law. We express no opinion on any laws other than the laws of Ireland (and the interpretation thereof) in force as at the date hereof.

We hereby consent to the filing of this Opinion with the SEC as an exhibit to the Registration Statement.

This Opinion is being delivered to you and may not be relied upon or distributed to any other person without our prior written consent.

The Opinion is governed by and construed in accordance with the laws of Ireland.

Yours faithfully,

/s/ A&L Goodbody

A&L Goodbody

Dublin Belfast London New York San Francisco Palo Alto

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Consultant s: J.R. Osborne S.W. Haughey Professor J.C.W. Wylie A.F. Browne M.A. Greene A.V. Fanagan J.A. O’Farrell I.B. Moore

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The Board of Directors of Prothena Corporation plc:

We consent to the use of our reports with respect to the consolidated financial statements and the effectiveness of internal control over financial reporting incorporated by reference herein.

/s/ KPMG LLP

San Francisco, California
May 23, 2017