

Prothena Corp plc  
Form 4  
November 19, 2015

**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

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Schenk Dale B.

(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)

11/17/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)

President and CEO

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 Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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)
Ordinary Shares, par value \$0.01 per share	08/31/2015		G V	3,333 (1)	D \$ 0 0	D	
Ordinary Shares, par value \$0.01 per share	08/31/2015		G V	3,333 (1)	A \$ 0 11,544 (2)	I	By Trust

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Ordinary Shares, par value \$0.01 per share	11/17/2015	M	33,333	A	\$ 6.03	33,333	D	
Ordinary Shares, par value \$0.01 per share	11/17/2015	S <sup>(3)</sup>	5,300	D	\$ 65.778 (4)	28,033	D	
Ordinary Shares, par value \$0.01 per share	11/17/2015	S <sup>(3)</sup>	9,826	D	\$ 66.8283 (5)	18,207	D	
Ordinary Shares, par value \$0.01 per share	11/17/2015	S <sup>(3)</sup>	7,374	D	\$ 67.891 (6)	10,833	D	
Ordinary Shares, par value \$0.01 per share	11/17/2015	S <sup>(3)</sup>	7,200	D	\$ 68.6541 (7)	3,633	D	
Ordinary Shares, par value \$0.01 per share	11/17/2015	S <sup>(3)</sup>	300	D	\$ 69.3667 (8)	3,333	D	
Ordinary Shares, par value \$0.01 per share	11/19/2015	G V	3,333 (1)	D	\$ 0	0	D	
Ordinary Shares, par value \$0.01 per share	11/19/2015	G V	3,333 (1)	A	\$ 0	14,877 (2)	I	By Trust

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

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SEC 1474  
(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Date of Issuance (Instr. 3 and 4)
Stock Option (right to buy)	\$ 6.03	11/17/2015		M	33,333	<sup>(9)</sup> 01/29/2023	Ordinary Shares	33,333

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schenk Dale B. C/O PROTHENA BIOSCIENCES INC 650 GATEWAY BOULEVARD SOUTH SAN FRANCISCO, CA 94080	X		President and CEO	

## Signatures

/s/ A.W. Homan, as Attorney-in-Fact for Dale B. Schenk

11/19/2015

\_\_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) Represents transfer of shares to the Schenk Family Trust, dated 2/9/2004, of which Reporting Person is a Co Trustee with his spouse.
- (2) The shares are held by the Schenk Family Trust, dated 2/9/2004, of which Reporting Person is a Co Trustee with his spouse.
- (3) 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 \$65.34 to \$66.27, 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 \$66.35 to \$67.32, 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 \$67.36 to \$68.35, 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.

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- (7) The transaction was executed in multiple trades in prices ranging from \$68.36 to \$69.24, 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.

- (8) The transaction was executed in multiple trades in prices ranging from \$69.36 to \$69.375, 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.

- (9) 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 January 29, 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 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.