

Prothena Corp plc
Form 4
November 19, 2015

FORM 4

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

OMB APPROVAL

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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

(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) | | 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 |
| 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 | <u>S⁽³⁾</u> | | 5,300 | D | \$ <u>65.778</u> ⁽⁴⁾ | 28,033 | D | |
| Ordinary Shares, par value \$0.01 per share | 11/17/2015 | <u>S⁽³⁾</u> | | 9,826 | D | \$ <u>66.8283</u> ⁽⁵⁾ | 18,207 | D | |
| Ordinary Shares, par value \$0.01 per share | 11/17/2015 | <u>S⁽³⁾</u> | | 7,374 | D | \$ <u>67.891</u> ⁽⁶⁾ | 10,833 | D | |
| Ordinary Shares, par value \$0.01 per share | 11/17/2015 | <u>S⁽³⁾</u> | | 7,200 | D | \$ <u>68.6541</u> ⁽⁷⁾ | 3,633 | D | |
| Ordinary Shares, par value \$0.01 per share | 11/17/2015 | <u>S⁽³⁾</u> | | 300 | D | \$ <u>69.3667</u> ⁽⁸⁾ | 3,333 | D | |
| Ordinary Shares, par value \$0.01 per share | 11/19/2015 | G | V | <u>3,333</u> ⁽¹⁾ | D | \$ 0 | 0 | D | |
| Ordinary Shares, par value \$0.01 per share | 11/19/2015 | G | V | <u>3,333</u> ⁽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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(9-02)

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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.

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