Edgar Filing: Prothena Corp plc - Form 4

| Prothena Corp | plc | | | | | | | | | | |
|--|--|--|---|--|--------------------------|---|---|--|--|-----------|--|
| Form 4 February 06, 20 |)14 | | | | | | | | | | |
| | | | | | | | | | OMB A | PPROVAL | |
| FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 | | | | | | | OMB Number: | 3235-0287 | | | |
| Check this b if no longer subject to Section 16. Form 4 or | F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES | | | | | | burden hou | Expires:January 31 2005Estimated averageburden hours per response0.5 | | | |
| Form 5 obligations may continue. See Instruction 1(b). 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 Res | ponses) | | | | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> Nickerson Tara | | | 2. Issuer Name and Ticker or Trading Symbol Prothena Corp plc [PRTA] | | | | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | (First) | (Middle) 3. Date of Earliest Transaction | | | | | (Check all applicable) | | | | |
| PROTHENA CORPORATION PLC, 650 GATEWAY BOULEVARD | | | (Month/Day/Year) 02/04/2014 | | | | | Director 10% Owner X_Officer (give title Other (specify below) See Remarks | | | |
| SOUTH SAN | (Street) | | 4. If Amendment, Date Original Filed(Month/Day/Year) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | | | |
| FRANCISCO, | CA 94080 | | | | | | | Person | | | |
| (City) | (State) | (Zip) | Table | e I - Non-Do | erivative S | ecurities | s Acq | uired, Disposed o | of, or Beneficia | lly Owned | |
| | 2. Transaction Da Month/Day/Yea | r) Execution any | | 3. Transactio Code (Instr. 8) | Disposed (Instr. 3, 4 | (A) or of (D) 4 and 5) (A) or | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | | |
| Ordinary Shares, par value \$0.01 per share | | | | Code V | Amount | (D) P | rice | 344 | D | | |

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

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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. Transactio Code (Instr. 8) | 5. Number of orDerivative 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. D So (I |
|---|---|---|---|--|--|--|--------------------|---|-------------------------------------|---------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Stock Option (right to buy) | \$ 29.81 | 02/04/2014 | | А | 50,000 | <u>(1)</u> | 02/04/2024 | Ordinary Shares | 50,000 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|-------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| Nickerson Tara PROTHENA CORPORATION PLC 650 GATEWAY BOULEVARD SOUTH SAN FRANCISCO, CA 94080 | | | See Remarks | | | | |
| Signatures | | | | | | | |
| /s/ Kevin Hickey, as Attorney in Fact for Nickerson | Tara | | 02/06/2014 | | | | |
| ** Signature of Reporting Person | | | Date | | | | |
| Explanation of Respons | ses: | | | | | | |

- * 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).

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

(1) 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:

Head of Corporate & Business Development

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.