

Prothena Corp plc  
Form 4  
April 15, 2016

**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 \*  
Walker Karin L

(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)  
04/13/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
See Remarks

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Ordinary Shares, par value \$0.01 per share	04/13/2016		M	2,000 A \$ 9.75	2,000	D	
Ordinary Shares, par value \$0.01 per share	04/13/2016		S <sup>(1)</sup>	1,600 D \$ 44.7769	400	D	
				(2)			

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Ordinary Shares, par value \$0.01 per share	04/13/2016	S <sup>(1)</sup>	400	D	\$ 45.59	0	D
Ordinary Shares, par value \$0.01 per share	04/13/2016	M	1,000	A	\$ 29.81	1,000	D
Ordinary Shares, par value \$0.01 per share	04/13/2016	S <sup>(1)</sup>	1,000	D	\$ 45.2825 <sup>(3)</sup>	0	D
Ordinary Shares, par value \$0.01 per share	04/13/2016	M	1,000	A	\$ 27.81	1,000	D
Ordinary Shares, par value \$0.01 per share	04/13/2016	S <sup>(1)</sup>	1,000	D	\$ 45.2875 <sup>(4)</sup>	0	D

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

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(9-02)

**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. F... Der... Sec... (Ins...)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
	\$ 9.75	04/13/2016		M	2,000	<sup>(5)</sup>	06/02/2023		2,000



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- 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 March
- (7) 11, 2016 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.

### **Remarks:**

Controller, Chief Accounting Officer and Head of Accounting

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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