

Prothena Corp plc  
Form 3/A  
March 19, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

|  |   |  |  |   |   |
|--|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Schenk Dale B.</p> <p>(Last) (First) (Middle)</p> <p>PROTHENA CORPORATION<br/>PLC,Â 650 GATEWAY<br/>BOULEVARD</p> <p>(Street)</p> <p>SOUTH SAN<br/>FRANCISCO,Â CAÂ 94080</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/20/2012</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Prothena Corp plc [PRTA]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br/><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br/>(give title below) (specify below)<br/>President &amp; CEO</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>12/21/2012</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person<br/><input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|---|

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)          | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|--|---|--|
| Ordinary Shares, par value \$0.01 per share | 161 <sup>(1)</sup>                                       | D   | Â  |
| Ordinary Shares, par value \$0.01 per share | 50 <sup>(1)</sup> <sup>(2)</sup>                         | I   | By Trust   |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---------------------------|----------------------|--|
|---|---|--|---------------------------|----------------------|--|

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| Date Exercisable | Expiration Date | (Instr. 4) | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) |
|------------------|-----------------|------------|----------------------------|------------------------------|---|
|                  |                 | Title      |                            |                              |   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                   |       |
|--|---------------|-----------|-------------------|-------|
|  | Director      | 10% Owner | Officer           | Other |
| Schenk Dale B.<br>PROTHENA CORPORATION PLC<br>650 GATEWAY BOULEVARD<br>SOUTH SAN FRANCISCO, CA 94080 | X             | ^         | ^ President & CEO | ^     |

## Signatures

/s/ Kevin Hickey, as Attorney-in-Fact for Dale B. Schenk  
Date: 03/18/2014

Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 5(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).

- Represents that number of Issuer's ordinary shares held by Reporting Person after giving effect to the distribution of Issuer's ordinary shares in connection with the spin-off of the Issuer from Elan Pharmaceuticals, Inc. ("Elan") completed on December 20, 2012. Reporting Person received one Issuer ordinary share for each 41 Elan ordinary shares or Elan American Depository Shares held by Reporting Person as of December 14, 2012, the record date for the spin off.
- (1) Shares are held by the Schenk Family Trust dated 2/9/2004, of which Reporting Person is a trustee.

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.