

Prothena Corp plc
Form SC 13G
February 26, 2015

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN THE STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c),
AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(b)**

(Amendment No. __)*

Prothena Corporation plc

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

G72800108

(CUSIP Number)

December 4, 2014

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP NO. G72800108

NAMES OF REPORTING
PERSONS

1 I.R.S. IDENTIFICATION NOS. OF
ABOVE PERSONS (Entities Only)

Woodford Investment Management
LLP
CHECK THE APPROPRIATE BOX
IF A MEMBER OF A GROUP

2 (a)

3 (b)
SEC USE ONLY
CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United Kingdom

NUMBER OF SOLE VOTING POWER

SHARES **5**

BENEFICIALLY **0**
SHARED VOTING POWER

OWNED BY
EACH **6**

REPORTING 3,137,363 shares of Common Stock
PERSON WITH SOLE DISPOSITIVE POWER

7

8 0
SHARED DISPOSITIVE POWER

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3,137,363 shares of Common Stock
AGGREGATE AMOUNT
BENEFICIALLY OWNED BY
EACH REPORTING PERSON

9

3,137,363 shares of Common Stock
CHECK BOX IF THE
AGGREGATE AMOUNT IN ROW
(9) EXCLUDES CERTAIN SHARES

10

PERCENT OF CLASS
REPRESENTED BY AMOUNT IN
ROW (9)

11

10.3% (See Item 4)
TYPE OF REPORTING PERSON

12

PN

2

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Item 1(a). Name of Issuer:

Prothena Corporation Public Limited Company (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

Alexandra House

The Sweepstakes, Ballsbridge

Dublin 4, Ireland

Items 2(a), (b) and (c). Name of Persons Filing, Address of Principal Business Office and Citizenship:

This Schedule 13G is being filed on behalf Woodford Investment Management LLP (the "Reporting Person").

The principal business office of the Reporting Person is 9400 Garsington Road, Oxford, OX4 2HN, UK. For citizenship, see Item 4 of the cover page.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 per share (the "Common Stock")

Item 2(e). CUSIP Number:

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

(b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).

(c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).

(d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);

(f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);

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- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J).
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4. Ownership.

(a) Amount beneficially owned:

3,137,363 shares of Common Stock

(b) Percent of class:

Based on 27,384,124 shares of Common Stock of the Issuer outstanding as of as of October 24, 2014, as set forth in the Issuer's most recent Quarterly Report on Form 10-Q, filed with the SEC on November 4, 2014, the Reporting Person holds approximately 11.5% of the issued and outstanding Common Stock of the Issuer.

(c) Number of shares to which such person has:

- (i) Sole power to vote or direct the vote: 0

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- (ii) Shared power to vote or direct the vote: 3,137,363 shares of Common Stock

- (iii) Sole power to dispose or to direct the disposition of: 0

- (iv) Shared power to dispose of or direct the disposition of: 3,137,363 shares of Common Stock

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Item 5. Ownership of Five Percent or Less of a Class.

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported By the Parent Holding Company.

Not applicable

Item 8. Identification and Classification of Members of the Group.

Not applicable

Item 9. Notice of Dissolution of a Group.

Not applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having

that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated:

February 25, 2015

**WOODFORD
INVESTMENT
MANAGEMENT LLP**

By: /s/ Craig Newman
Name: Craig Newman
Title: CEO