

Prothena Corp plc  
Form 10-Q/A  
August 17, 2018

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

**FORM 10-Q/A**

**(Mark One)**

**QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the quarterly period ended March 31, 2018**

**Or**

**TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**Commission file number: 001-35676**

**PROTHENA CORPORATION PUBLIC LIMITED COMPANY**

**(Exact name of registrant as specified in its charter)**

**Ireland**  
**(State or other jurisdiction of**  
**incorporation or organization)**

**98-1111119**  
**(I.R.S. Employer**  
**Identification Number)**

**Adelphi Plaza**

**Upper George s Street**

**Dún Laoghaire**

**Co. Dublin, A96 T927, Ireland**

**(Address of principal executive offices including Zip Code)**

**Registrant s telephone number, including area code: 011-353-1-236-2500**

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, smaller reporting company and emerging growth company in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The number of ordinary shares outstanding as of April 20, 2018 was 39,822,336.



**EXPLANATORY NOTE**

This Amendment No. 1 to the Form 10-Q (this Amendment ) amends the Quarterly Report on Form 10-Q of Prothena Corporation plc for the period ended March 31, 2018 filed on May 9, 2018 (the Form 10-Q ) for the sole purpose of refiling Exhibit 10.1(a), Exhibit 10.1(b), Exhibit 10.2 and Exhibit 10.3 (certain portions of which are omitted pursuant to a confidential treatment request filed with the Securities and Exchange Commission (the SEC )) and in connection therewith, to amend Part II, Item 6 of the Form 10-Q and the Exhibit Index to the Form 10-Q. In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by our principal executive officer and principal financial officer are filed as exhibits to this Amendment.

No other changes have been made to the Form 10-Q. This Amendment does not reflect events that may have occurred subsequent to the original filing date, and does not modify or update in any way the disclosures made in the original Form 10-Q.

## Item 6. Exhibits

## EXHIBIT INDEX

| Exhibit No. | Description   | Incorporated by Reference |           |             |         | Filed Herewith |
|-------------|---|---------------------------|-----------|-------------|---------|----------------|
|             |   | Form                      | File No.  | Filing Date | Exhibit |                |
| 10.1(a)     | <u>License Agreement, dated as of November 4, 2013, between The Regents of the University of California and Neotope Biosciences Limited</u>   |                           |           |             |         | X              |
| 10.1(b)     | <u>License Agreement Amendment Number One, dated as of January 15, 2014, to License Agreement dated as of November 4, 2013, between The Regents of the University of California and Neotope Biosciences Limited</u> |                           |           |             |         | X              |
| 10.2        | <u>Exclusive License Agreement, dated as of July 25, 2016, between University Health Network and Prothena Biosciences Limited</u>   |                           |           |             |         | X              |
| 10.3        | <u>Master Collaboration Agreement, dated as of March 20, 2018, between Prothena Biosciences Limited and Celgene Switzerland LLC</u>   |                           |           |             |         | X              |
| 10.4        | <u>Share Subscription Agreement, dated as of March 20, 2018, between Celgene Switzerland LLC and Prothena Corporation plc</u>   | 10-Q                      | 001-35676 | 5/9/2018    | 10.4    |                |
| 31.1        | <u>Certification of Principal Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>           | 10-Q                      | 001-35676 | 5/9/2018    | 31.1    |                |
| 31.2        | <u>Certification of Principal Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>           | 10-Q                      | 001-35676 | 5/9/2018    | 31.2    |                |
| 31.3        | <u>Certification of Principal Executive Officer pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002</u>           |                           |           |             |         | X              |
| 31.4        | <u>Certification of Principal Financial Officer pursuant to Rule 13a-14(a) and 15d-14(a) of the Securities Exchange Act of 1934, as adopted pursuant to Section 302 of the Sarbanes-Oxley</u>                       |                           |           |             |         | X              |

Act of 2002

|         |  |      |           |          |         |
|---------|--|------|-----------|----------|---------|
| 32.1*   | <u>Certification of Principal Executive Officer and Principal Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002</u> | 10-Q | 001-35676 | 5/9/2018 | 32.1    |
| 101.INS | XBRL Instance Document   | 10-Q | 001-35676 | 5/9/2018 | 101.INS |
| 101.SCH | XBRL Taxonomy Extension Schema Document  | 10-Q | 001-35676 | 5/9/2018 | 101.SCH |
| 101.CAL | XBRL Taxonomy Extension Calculation Linkbase Document  | 10-Q | 001-35676 | 5/9/2018 | 101.CAL |
| 101.DEF | XBRL Taxonomy Extension Definition Linkbase Document   | 10-Q | 001-35676 | 5/9/2018 | 101.DEF |
| 101.LAB | XBRL Taxonomy Extension Label Linkbase Document  | 10-Q | 001-35676 | 5/9/2018 | 101.LAB |
| 101.PRE | XBRL Taxonomy Extension Presentation Linkbase Document   | 10-Q | 001-35676 | 5/9/2018 | 101.PRE |

*Portions of this exhibit (indicated by asterisks) have been omitted pursuant to a request for confidential treatment and this exhibit has been filed separately with the SEC.*

*\* Exhibit 32.1 is being furnished and shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or otherwise subject to the liability of that section, nor shall such exhibit be deemed to be incorporated by reference in any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as otherwise specifically stated in such filing.*

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: August 17, 2018

**Prothena Corporation plc**

(Registrant)

/s/ Gene G. Kinney

**Gene G. Kinney**

**President and Chief Executive Officer**

/s/ Tran B. Nguyen

**Tran B. Nguyen**

**Chief Operating Officer**

**and**

**Chief Financial Officer**