

Prothena Corp plc  
Form 3  
January 27, 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)

|   |                                   |   |  |  |
|---|-----------------------------------|---|--|--|
| 1. Name and Address of Reporting Person *   |                                   | 2. Date of Event Requiring Statement          | 3. Issuer Name and Ticker or Trading Symbol                |  |
| PERRIGO Co plc                              |                                   | (Month/Day/Year)                              | Prothena Corp plc [PRTA]                                   |  |
| (Last)                                      | (First)                           | (Middle)                                      | 12/18/2013   |  |
| TREASURY BUILDING, LOWER GRAND CANAL STREET |                                   |   | 4. Relationship of Reporting Person(s) to Issuer           | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)                                    | (Check all applicable)            |   |  |  |
|   | <input type="checkbox"/> Director | <input checked="" type="checkbox"/> 10% Owner |  |  |
|   | <input type="checkbox"/> Officer  | <input type="checkbox"/> Other                | 6. Individual or Joint/Group Filing(Check Applicable Line) |  |
|   | (give title below)                |   | (specify below)  |  |
| DUBLIN 2, L2 00000                          |                                   |   |  |  |
| (City)                                      | (State)                           | (Zip)   |  |  |

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

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Ordinary Shares                 | 3,182,253   | I <sup>(1)</sup>   | Indirect <sup>(1)</sup>                               |

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

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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

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

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| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

PERRIGO Co plc  
 TREASURY BUILDING  
 LOWER GRAND CANAL STREET  
 DUBLIN 2, L2 00000

Â Â X Â Â

## Signatures

/s/ Judy L.  
 Brown

01/27/2014

\*\*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).

The Shares are directly owned by Elan Science One Limited ("ES1"). ES1, an indirect subsidiary of Elan Corporation Limited (formerly Elan Corporation, plc) ("Elan"), acquired the Shares on December 20, 2012 in connection with the consummation of a demerger under (1) Irish law, pursuant to which Prothena Corporation plc was separated from Elan and became a standalone entity. On December 18, 2013, as a result of the consummation of a scheme of arrangement under Section 201, and a capital reduction under Sections 72 and 74, of the Irish Companies Act of 1963, Elan and ES1 became wholly-owned subsidiaries of Perrigo Company plc.

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.