

Protagonist Therapeutics, Inc
Form 4
August 18, 2016

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
JOHNSON & JOHNSON

(Last) (First) (Middle)

**ONE JOHNSON & JOHNSON
PLAZA**

(Street)

NEW BRUNSWICK, NJ 08933

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
**Protagonist Therapeutics, Inc
[PTGX]**

3. Date of Earliest Transaction
(Month/Day/Year)
08/16/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price

Common
Stock

08/16/2016

C

965,517
(2)

A

11

965,517

I

By Johnson
& Johnson
Innovation -
JJDC, Inc.
(3)

Common
Stock

08/16/2016

C

900,333
(2)

A

11

1,865,850

I

By Johnson
& Johnson
Innovation -
JJDC, Inc.
(3)

08/16/2016

P

583,333

A

\$ 12

2,449,183

I

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Common
Stock

By Johnson
& Johnson
Innovation -
JJDC, Inc.
(3)

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

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SEC 1474
(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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Series B Preferred Stock	(1)	08/16/2016		C		14,000,000		(1)	(1)	Common Stock	965,517 (2)
Series C Preferred Stock	(1)	08/16/2016		C		13,054,830		(1)	(1)	Common Stock	900,333 (2)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933		X		
Johnson & Johnson Innovation - JJDC, Inc. ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933		X		

Signatures

Thomas Spellman III, Secretary of Johnson & Johnson

08/18/2016

__Signature of Reporting Person

Date

Steven M. Rosenberg, Secretary of Johnson & Johnson Innovation - JJDC, Inc.

08/18/2016

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- (1) Each share of the Issuer's Series B Preferred Stock and Series C Preferred Stock automatically converted into the Issuer's Common Stock on a 1-for-14.5 basis at the closing of the Issuer's initial public offering and had no expiration date.

The number of shares of Common Stock reflects a 1-for-14.5 reverse stock split, which became effective on August 1, 2016. Pursuant to
- (2) the reverse stock split, every 14.5 shares of Series B Preferred Stock and Series C Preferred Stock converted into one share of Common Stock at the closing of the Issuer's initial public offering, for no additional consideration.
- (3) The securities reported as being indirectly beneficially owned by the designated Reporting Person are directly beneficially owned by Johnson & Johnson Innovation - JJDC, Inc., a wholly-owned subsidiary of the designated Reporting Person.

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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