Prothena Corp plc Form 3 January 27, 2014

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, response... 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 *

PERRIGO Co plc

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

12/18/2013

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

Prothena Corp plc [PRTA]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original

Filed(Month/Day/Year)

TREASURY BUILDING, Â LOWER GRAND

CANAL STREET

(Street)

(Check all applicable)

Director Officer (give title below) (specify below)

__X__ 10% Owner Other

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

DUBLIN 2, L2Â 00000

(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security

(Instr. 4)

(Instr. 4)

2. Amount of Securities 3. Beneficially Owned

Ownership Form:

4. Nature of Indirect Beneficial

Ownership (Instr. 5) Direct (D)

or Indirect (I) (Instr. 5)

Ordinary Shares 3,182,253 $I^{(1)}$

Indirect (1)

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 (Instr. 4)

Expiration Date (Month/Day/Year)

2. Date Exercisable and 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Price of Derivative Derivative Security:

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Date Expiration Title Exercisable Date

Amount or Security Number of Shares 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, L2Â 00000

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Signatures

/s/ Judy L. 01/27/2014 Brown

**Signature of Date
Reporting Person

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.

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