

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

FORM 8-K

CURRENT REPORT

**Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): July 1, 2019

PROTHENA CORPORATION PUBLIC LIMITED COMPANY

(Exact name of registrant as specified in its charter)

Ireland
(State or Other Jurisdiction
of Incorporation)

001-35676
(Commission
File Number)

98-1111119
(IRS Employer
Identification No.)

**77 Sir John Rogerson's Quay, Block C
Grand Canal Docklands
Dublin 2, D02 T804, Ireland**

(Address of principal executive offices, including Zip Code)

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

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of Each Class</u>	<u>Trading Symbol</u>	<u>Name of Each Exchange on Which Registered</u>
Ordinary Shares, par value \$0.01 per share	PRTA	The Nasdaq Global Select Market

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company o

If an emerging growth company, 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. o

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 1, 2019, the Board of Directors (the “Board”) of Prothena Corporation plc (the “Company”) appointed Paula K. Cobb to serve as a director of the Company, effective immediately. Ms. Cobb was not appointed to any committees of the Board in connection with her appointment as a director.

In connection with her appointment, Ms. Cobb was granted an option to acquire 35,000 of the Company’s ordinary shares under the Company’s 2018 Long Term Incentive Plan, with a per share exercise price equal to the last reported sale price on the Nasdaq Global Select Market of the Company’s ordinary shares on July 2, 2019, the first business day following the date of Ms. Cobb’s appointment to the Board and the date of the grant of the option. The option will vest in equal annual installments over three years following the grant date (with the final year vesting date to be the earlier of the third anniversary of the grant date or the day prior to the annual general meeting of the Company’s shareholders for that year), subject to Ms. Cobb’s continuous service on the Board until each such vesting date.

Consistent with the Company’s compensation program for its non-employee directors, Ms. Cobb is also eligible to receive the following compensation for her service as a director:

- An annual cash retainer in the amount of \$60,000 (which will be paid in quarterly installments); and
- An annual grant of an option to acquire 17,500 of the Company’s ordinary shares under the Company’s 2018 Long Term Incentive Plan, with a per share exercise price equal to the last reported sale price on the Nasdaq Global Select Market of the Company’s ordinary shares on the date of grant, which will be on the first business day following each annual general meeting of the Company’s shareholders if Ms. Cobb is serving on the Board on that date. Each such option will vest in full on the earlier of the first anniversary of the grant date or the day prior to the next annual general meeting of the Company’s shareholders, subject to Ms. Cobb’s continuous service on the Board until such vesting date.

The Company has entered into its standard Deed of Indemnification with Ms. Cobb.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 3, 2019

PROTHENA CORPORATION PLC

By: /s/ Tran B. Nguyen

Name: Tran B. Nguyen

Title: Chief Operating Officer and Chief Financial Officer