Prothena Corp plc
Form 10-K/A
June 06, 2014

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

FORM 10-K/A
(Amendment No. 1)

(Mark One)

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

For the year ended December 31, 2013

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

For the transition period from to

Commission file number: 001-35676

PROTHENA CORPORATION PUBLIC LIMITED COMPANY
(Exact name of registrant as specified in its charter)

Ireland	98-1111119
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

Alexandra House
The Sweepstakes, Ballsbridge
Dublin 4, Ireland

(Address of principal executive offices including zip code)
Registrant's telephone number, including area code: 011-353-1-902-3519
Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Ordinary Shares, par value $0.01 per share	The NASDAQ Global Select Market

Securities registered pursuant to Section 12(g) of the Act: None

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Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes o No x

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes o No x

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 x No o

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 (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. x

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" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	o	Accelerated filer	x
Non-accelerated filer	¨ (Do not check if a smaller reporting company)	Smaller reporting company	o

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

As of June 28, 2013, the last business day of the registrant's most recently completed second fiscal quarter, the aggregate market value of the voting shares held by non-affiliates of the registrant was approximately $187.1 million, based on the last reported sale of the registrant's ordinary shares on the NASDAQ Global Market on such date. 21,902,937 of the Registrant's ordinary shares, par value $0.01 per share, were outstanding as of March 3, 2014.

EXPLANATORY NOTE

This Form 10-K/A amends the Annual Report on Form 10-K of Prothena Corporation plc for the year ended December 31, 2013, filed on March 7, 2014 (the "Form 10-K"), for the sole purpose of filing an updated version of Exhibit 10.4 hereto.

This Amendment No. 1 to the Form 10-K 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-K.

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 Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized.

Dated: June 6, 2014

Prothena Corporation plc
(Registrant)

/s/ Dale B. Schenk
Dale B. Schenk
President and Chief Executive Officer

/s/ Tran B. Nguyen
Tran B. Nguyen
Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description	Previously Filed				Filed Herewith
		Form	File No.	Filing Date	Exhibit	
2.1	Demerger Agreement, dated as of November 8, 2012 between Elan Corporation, plc and Prothena Corporation plc	10/A	001-35676	11/30/2012	2.1	
2.2(a)	Amended and Restated Intellectual Property License and Contribution Agreement, dated December 20, 2012, by and among Neotope Biosciences Limited, Elan Pharma International Limited, and Elan Pharmaceuticals, Inc.	8-K	001-35676	12/21/2012	2.1	
2.2(b)	Amendment Number One to the Amended and Restated Intellectual Property License and Contribution Agreement, retroactively effective December 20, 2012, by and among Neotope Biosciences Limited, Elan Pharma International Limited, Elan Pharmaceuticals, LLC, Elan Corporation, plc, and Crimagua Limited	S-1/A	333-191218	9/30/2013	2.2(b)	
2.3	Intellectual Property License and Conveyance Agreement, dated December 20, 2012, by and among Neotope Biosciences Limited, Elan Pharma International Limited and Elan Pharmaceuticals, Inc.	8-K	001-35676	12/21/2012	2.2	
2.4	Asset Purchase Agreement, dated December 20, 2012, between Elan Pharmaceuticals, Inc. and Prothena Biosciences Inc	8-K	001-35676	12/21/2012	2.3	
3.1	Amended and Restated Memorandum and Articles of Association of Prothena Corporation plc	10-K	001-35676	3/29/2013	3.1	
4.1	Reference is made to Exhibit 3.1					
10.1(a)	Tax Matters Agreement, dated December 20, 2012, by and between Elan Corporation, plc and Prothena Corporation plc	8-K	001-35676	12/21/2012	10.1	
10.1(b)	Amendment No. 1 to Tax Matters Agreement, dated June 25, 2013, by and between Elan Corporation, plc and Prothena Corporation plc	10-Q	001-35676	8/13/2013	10.2	
10.2		8-K	001-35676	12/21/2012	10.2	

	Transitional Services Agreement, dated December 20, 2012, by and between Elan Corporation, plc and Prothena Corporation plc					
10.3	Subscription and Registration Rights Agreement, dated as of November 8, 2012 by and among Prothena Corporation plc, Elan Corporation, plc and Elan Science One Limited	10/A	001-35676	11/30/2012	10.3	
10.4†	License, Development, and Commercialization Agreement, dated December 11, 2013, by Neotope Biosciences Limited and Prothena Biosciences Inc with F. Hoffmann-La Roche Ltd. and Hoffmann-La Roche Inc.					X

Exhibit No.	Description	Previously Filed				Filed Herewith
		Form	File No.	Filing Date	Exhibit	
10.5†	Master Process Development and Clinical Supply Agreement, dated as of June 23, 2010, as amended August 1, 2011, by and among Elan Pharma International Limited, Neotope Biosciences limited and Boehringer Ingelheim Pharma GmbH & Co. KG	10-Q	001-35676	8/13/2013	10.3	
10.6	Research and Development Services Agreement, dated December 20, 2012, by and between Elan Corporation, plc and Prothena Corporation plc	8-K	001-35676	12/21/2012	10.3	
10.7#	Form of Deed of Indemnity	10/A	001-35676	11/30/2012	10.5	
10.8(a)	Lease Agreement, dated as of March 18, 2010 between Are-San Francisco No. 33, LLC and Elan Pharmaceuticals, Inc.	10/A	001-35676	11/30/2012	10.6	
10.8(b)	First Amendment to Lease, dated as of November 18, 2011 between Are-San Francisco No. 33, LLC and Elan Pharmaceuticals, Inc.	10/A	001-35676	11/30/2012	10.7	
10.8(c)	Second Amendment to Lease, dated as of June 1, 2012 between Are-San Francisco No. 33, LLC and Elan Pharmaceuticals, Inc.	10/A	001-35676	11/30/2012	10.8	
10.8(d)	Third Amendment to Lease, dated as of October 3, 2012 between Are-San Francisco No. 33, LLC and Elan Pharmaceuticals, Inc.	10/A	001-35676	11/30/2012	10.9	
10.8(e)	Assignment of Tenant’s Interest in Lease and Assumption of Lease Obligations, dated as of December 2, 2012 between Elan Pharmaceuticals, Inc. and Prothena Biosciences Inc	10/A	001-35676	11/30/2012	10.10	
10.8(f)	Fourth Amendment to Lease, dated as of November 30, 2013 between ARE-San Francisco No. 33, LLC and Prothena Biosciences, Inc.	8-K	001-35676	12/05/2013	10.1	
10.9#	Prothena Corporation plc 2012 Long Term Incentive Plan	8-K	001-35676	12/21/2012	10.4	
10.10#	Prothena Biosciences Inc Amended and Restated Severance Plan	10-K	001-35676	3/29/2013	10.12	
10.11#		8-K	001-35676	12/21/2012	10.6	

	Prothena Corporation plc Incentive Compensation Plan				
10.12	License Agreement, dated as of December 31, 2008 between the University of Tennessee Research Foundation and Elan Pharmaceuticals, Inc.	10/A	001-35676	11/30/2012	10.14
10.13#	Form of Deed of Indemnity for Former Officers and Directors	10/A	001-35676	12/13/2012	10.15
10.14#	Employment Agreement, dated January 22, 2013, between Prothena Biosciences Inc and Dale B. Schenk	8-K	001-35676	1/25/2013	10.1

Exhibit No.	Description	Previously Filed				Filed Herewith
		Form	File No.	Filing Date	Exhibit	
10.15#	Offer letter, dated March 20, 2013, between Prothena Biosciences Inc and Tran Nguyen	8-K	001-35676	3/28/2013	10.1	
10.16#	Offer letter, dated December 22, 2012, between Prothena Biosciences Inc and Gene Kinney	10-K	001-35676	3/29/2013	10.18	
10.17#	Offer letter, dated March 19, 2013, between Prothena Biosciences Inc and Martin Koller	8-K	001-35676	3/28/2013	10.2	
10.18#	Offer letter, dated December 14, 2012, between Prothena Biosciences Inc and Tara Nickerson	10-K	001-35676	3/29/2013	10.2	
10.19#	Offer letter, dated April 19, 2013, between Prothena Biosciences Inc and Karin L. Walker	8-K	001-35676	5/22/2013	10.1	
21.1	List of Subsidiaries	10-K	001-35676	3/7/2014	21.1	
23.1	Consent of KPMG LLP, independent registered public accounting firm	10-K	001-35676	3/7/2014	23.1	
23.2	Consent of independent registered public accounting firm, KPMG	10-K	001-35676	3/7/2014	23.2	
24.1	Power of Attorney (see signature page hereto)	10-K	001-35676	3/7/2014	24.1	
31.1	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	10-K	001-35676	3/7/2014	31.1	
31.2	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	10-K	001-35676	3/7/2014	31.2	
31.3	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					X
31.4						X

	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					
32.1*	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	10-K	001-35676	3/7/2014	32.1	
32.2*	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					X

Exhibit No.	Description	Previously Filed				Filed Herewith
		Form	File No.	Filing Date	Exhibit	
101.INS+	XBRL Instance Document	10-K	001-35676	3/7/2014	101	
101.SCH+	XBRL Taxonomy Extension Schema Document	10-K	001-35676	3/7/2014	101	
101.CAL+	XBRL Taxonomy Extension Calculation Linkbase Document	10-K	001-35676	3/7/2014	101	
101.DEF+	XBRL Taxonomy Extension Definition Linkbase Document	10-K	001-35676	3/7/2014	101	
101.LAB+	XBRL Taxonomy Extension Label Linkbase Document	10-K	001-35676	3/7/2014	101	
101.PRE+	XBRL Taxonomy Extension Presentation Linkbase Document	10-K	001-35676	3/7/2014	101	

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* Exhibit 32.1 and 32.2 are 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.

# Indicates management contract or compensatory plan or arrangement.

† 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.

\+ XBRL information is furnished and not filed for purposes of Sections 11 and 12 of the Securities Act of 1933 and Section 18 of the Securities Exchange Act of 1934, and is not subject to liability under those sections, is not part of any registration statement or prospectus to which it relates and is not incorporated or deemed to be incorporated by reference into any registration statement, prospectus or other document.