

**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): May 18, 2021

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 VK60, 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 ☐

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. ☐

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

On May 18, 2021, Prothena Corporation plc (the “Company”) held its annual general meeting of shareholders (the “Annual Meeting”). At the Annual Meeting, the Company’s shareholders approved an amendment (the “Amendment”) to the Prothena Corporation plc 2018 Long Term Incentive Plan, as amended (the “2018 LTIP”), which had previously been approved by the Company’s Board of Directors, subject to shareholder approval. The Amendment, which became effective on May 18, 2021, increased the number of ordinary shares authorized for issuance under the 2018 LTIP by 1,800,000 ordinary shares.

The Amendment is described in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on March 31, 2021 (the “Proxy Statement”), and that description of the Amendment included in the Proxy Statement is incorporated herein by reference. That description of the Amendment is qualified in its entirety by reference to the full text of the Amendment, a copy of which is filed as Exhibit 10.1 hereto.

Item 5.07. Submission of Matters to a Vote of Security Holders.

On May 18, 2021, the Company held its Annual Meeting, at which the Company’s shareholders voted on the following proposals, each of which is described in the Proxy Statement:

Proposal No. 1: Election of Directors. The shareholders re-elected the following individuals to the Company's Board of Directors to hold office until no later than the annual general meeting of shareholders in 2024.

Nominee	For	Against	Abstain	Broker Non-Votes
Richard T. Collier	29,419,573	4,939,832	11,934	1,874,960
Shane M. Cooke	33,511,809	849,601	9,929	1,874,960
K. Anders O. Härfstrand	30,147,630	4,212,789	10,920	1,874,960

Proposal No. 2: Ratification of Appointment of the Company’s Independent Registered Public Accounting Firm for 2021 and Authorization of the Board of Directors to Approve the Remuneration of that Auditor. The shareholders ratified, in a non-binding vote, the appointment of KPMG LLP as the Company's independent registered public accounting firm for its fiscal year ending December 31, 2021 and authorized, in a binding vote, the Company’s Board of Directors, acting through its Audit Committee, to approve the remuneration of that auditor.

For	Against	Abstain
36,052,647	181,240	12,412

Proposal No. 3: Approval of Compensation of the Company’s Named Executive Officers. The shareholders approved, in a non-binding advisory vote, the compensation of the Company’s executive officers named in the Proxy Statement.

For	Against	Abstain	Broker Non-Votes
27,615,035	6,734,179	22,125	1,874,960

Proposal No. 4: Approval of an Amendment to the Company's 2018 Long Term Incentive Plan. The shareholders approved the Amendment, which increases the number of ordinary shares available for issuance under the 2018 LTIP by 1,800,00 ordinary shares.

For	Against	Abstain	Broker Non-Votes
27,221,666	7,062,490	87,183	1,874,960

Proposal No. 5: Approval of a Reduction of the Company's Capital to Create Distributable Reserves. The shareholders approved a reduction of the Company's capital to create distributable reserves.

For	Against	Abstain	Broker Non-Votes
36,042,525	45,472	158,302	—

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
10.1 [#]	Second Amendment to the Prothena Corporation plc 2018 Long Term Incentive Plan
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

[#] Indicates management contract or compensatory plan or arrangement.

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: May 21, 2021

PROTHENA CORPORATION PLC

By: /s/ Tran B. Nguyen
Name: Tran B. Nguyen
Title: Chief Operating Officer and Chief Financial Officer

**SECOND AMENDMENT TO THE
PROTHENA CORPORATION PLC
2018 LONG TERM INCENTIVE PLAN**

This Second Amendment (this “Second Amendment”) to the Prothena Corporation plc 2018 Long Term Incentive Plan, as amended (“2018 LTIP”), was made and adopted by the Board of Directors (“Board”) of Prothena Corporation plc, a public limited company organized under the laws of Ireland (the “Company”), on February 25, 2021, effective as of May 18, 2021, the date approved by the Company’s shareholders (the “Amendment Date”).

RECITALS

WHEREAS, the Company maintains the 2018 LTIP; and

WHEREAS, the Board believes it is in the best interests of the Company and its shareholders to amend the 2018 LTIP to increase the number of ordinary shares authorized for issuance under the 2018 LTIP.

NOW, THEREFORE, BE IT RESOLVED, that the 2018 LTIP is hereby amended as follows, effective as of the Amendment Date:

AMENDMENT

1. Section 2.28 of the 2018 LTIP is hereby amended and restated in its entirety as follows:

“2.28 “***Overall Share Limit***” means the sum of (i) 5,100,000 Shares; (ii) the aggregate number of Shares that remain available for future awards under the Prior Plan as of immediately prior to the Effective Date; and (iii) any Shares that are subject to Prior Plan Awards that become available for issuance under the Plan pursuant to Article V.”

2. This Second Amendment shall be and hereby is incorporated into and forms a part of the 2018 LTIP, and except as expressly provided herein, all terms and conditions of the 2018 LTIP shall remain in full force and effect.