

Protagonist Therapeutics, Inc
Form 4
August 18, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

ONE JOHNSON & JOHNSON
PLAZA

(Street)

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

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

NEW BRUNSWICK, NJ 08933

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

6. Individual or Joint/Group Filing(Check Applicable Line)
____ Form filed by One Reporting Person
__X__ Form filed by More than One Reporting Person

(City) (State) (Zip)

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)
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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(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)	
					V	(A)	(D)	Date Exercisable		Expiration Date
Series B Preferred Stock	<u>(1)</u>	08/16/2016		C		14,000,000	<u>(1)</u>	<u>(1)</u>	Common Stock	965,517 <u>(2)</u>
Series C Preferred Stock	<u>(1)</u>	08/16/2016		C		13,054,830	<u>(1)</u>	<u>(1)</u>	Common Stock	900,333 <u>(2)</u>

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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