Protagonist Therapeutics, Inc Form 3 August 10, 2016

FORM 3

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

OMB APPROVAL

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response...

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires:

Estimated average burden hours per

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. Date of Event Requiring Statement (Month/Day/Year) | 3. Issuer Name and Ticker or Trading Symbol Protagonist Therapeutics, Inc [PTGX] | | | | |
|--|-------------------|--|---|---|---|--|-----------------------|--|
| (Last) ONE JOHNS PLAZA | (First) | (Middle) | 08/10/2016 | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| NEW BRUNSWIC | (Street) K, NJ 0 | 8933 | | Director Officer (give title below) | X 10% Owner Other (specify below) | 6. Individual or Joint Filing(Check Applicab Form filed by One Person _X_ Form filed by Mor Reporting Person | le Line) Reporting | |
| (City) | (State) | (Zip) | Table I - | Non-Derivative Securities Beneficially Owned | | | | |
| 1.Title of Securi (Instr. 4) | ty | 2. Amour Securities Beneficia Owned (Instr. 4) | s Form: Direct | | Senior Vice I Chief Finan | | | |
| Date | | | | Name | | | Title | |

¹ Form 25 and attached Notice will be considered compliance with the provisions of 17 CFR 240.19d-1 as applicable. See General Instructions.

SEC 1654 (03-06)

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order-right-width: 1; border-bottom-width: 1">3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)4. Conversion or Exercise Price of Derivative Security5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)6. Nature of Indirect Beneficial Ownership

(Instr. 5)Date ExercisableExpiration DateTitleAmount or Number of Shares Series B Preferred Stock (1) Â (1) Common Stock 965,517 (1) \$ (1) I By Johnson & Johnson Innovation - JJDC, Inc. (2) Series C Preferred Stock (1) Â (1) Common

Stock 900,333 (1) \$ (1) I By Johnson & Johnson Innovation - JJDC, Inc. (2)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|---|---------------|-----------|---------|-------|--|
| | Director | 10% Owner | Officer | Other | |
| JOHNSON & JOHNSON ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933 | Â | ÂX | Â | Â | |
| Johnson & Johnson Innovation - JJDC, Inc. ONE JOHNSON & JOHNSON PLAZA NEW BRUNSWICK, NJ 08933 | Â | ÂX | Â | Â | |

Signatures

Thomas Spellman III, Secretary of Johnson & Johnson

**Signature of Reporting Person

Date

Steven M. Rosenberg, Secretary of Johnson & Johnson Innovation
JJDC, Inc.

**Signature of Reporting Person

Date

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).
 - Pursuant to a reverse stock split, each share of the Issuer's Series B Preferred Stock and Series C Preferred Stock (the "Preferred Stock") is convertible into the Issuer's Common Stock on a 1-for-14.5 basis. The Preferred Stock has no expiration date. The number of
- (1) underlying shares of Common Stock reported in Column 3 reflects the 1-for-14.5 reverse stock split pursuant to which every 14.5 shares of Preferred Stock will convert into one share of Common Stock, effective upon the closing of the Issuer's initial public offering, for no additional consideration.
- (2) 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. 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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