

Protagonist Therapeutics, Inc
Form SC 13G
August 19, 2016

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G
(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b),(c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)
(Amendment No.)¹

Protagonist Therapeutics, Inc.
(Name of Issuer)

Common Stock, \$.00001 par value
(Title of Class of Securities)

74366E102
(CUSIP Number)

August 16, 2016
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☒ Rule 13d-1(c)

☐ Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page. The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act.

CUSIP No. 74366E102

1. NAME OF
REPORTING
PERSON
S.S. OR I.R.S.
IDENTIFICATION
NO. OF ABOVE
PERSON

Johnson & Johnson
EIN: 22-1024240

2. CHECK
THE
APPROPRIATE
BOX
IF (a) ☐
A (b) ☐
MEMBER
OF
A
GROUP
SEC USE ONLY

3.
4. CITIZENSHIP OR
PLACE OF
ORGANIZATION

New Jersey

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5. SOLE
VOTING
POWER
-0-

6. SHARED
VOTING
POWER

2,449,183

7. SOLE
DISPOSITIVE
POWER
-0-

8.

SHARED
DISPOSITIVE
POWER

2,449,183

9. AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON
2,449,183

10. CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
IN
ROW
(9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
11. REPRESENTED
BY AMOUNT IN
ROW (9)
15.0%*

12. TYPE OF
REPORTING
PERSON
CO

* Based on 16,323,551 shares of Common Stock to be outstanding after the completion of the Issuer's initial public offering, as reported in the Issuer's final prospectus relating to its initial public offering filed with the Securities and Exchange Commission on August 12, 2016.

CUSIP No. 74366E102

1. NAME OF
REPORTING
PERSON
S.S. OR I.R.S.
IDENTIFICATION
NO. OF ABOVE
PERSON

Johnson & Johnson
Innovation-JJDC,
Inc.
EIN: 22-2007137

2. CHECK
THE
APPROPRIATE
BOX
IF (a) ☐
A (b) ☐
MEMBER
OF
A
GROUP
SEC USE ONLY

3.
4. CITIZENSHIP OR
PLACE OF
ORGANIZATION

New Jersey

5. SOLE
VOTING
POWER
-0-

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

6. SHARED
VOTING
POWER
2,449,183

7. SOLE
DISPOSITIVE
POWER

-0-

8. SHARED
DISPOSITIVE
POWER

2,449,183

9. AGGREGATE
AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING
PERSON

2,449,183

10. CHECK
BOX
IF
THE
AGGREGATE
AMOUNT
IN
ROW
(9)
EXCLUDES
CERTAIN
SHARES
PERCENT OF
CLASS
REPRESENTED
BY AMOUNT IN
ROW (9)

11. 15.0%*

12. TYPE OF
REPORTING
PERSON
CO

*Based on 16,323,551 shares of Common Stock to be outstanding after the completion of the Issuer's initial public offering, as reported in the Issuer's final prospectus relating to its initial public offering filed with the Securities and Exchange Commission on August 12, 2016.

CUSIP No. 74366E102

SCHEDULE 13G

ITEM
1(a) NAME OF ISSUER:

Protagonist Therapeutics, Inc.

ITEM
1(b) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

521 Cottonwood Drive, Suite 100
Malpitas, CA 95035-7404

ITEM
2(a) NAME OF PERSON FILING:

This statement is being filed by Johnson & Johnson, a New Jersey corporation ("J&J"), and Johnson & Johnson Innovation-JJDC, Inc., a New Jersey corporation ("JJDC"). JJDC is a wholly-owned subsidiary of J&J. The securities reported herein as being held by J&J and JJDC are directly beneficially owned by JJDC. J&J may be deemed to indirectly beneficially own the securities that are directly beneficially owned by JJDC.

ITEM
2(b) ADDRESS OF PRINCIPAL BUSINESS OFFICE:

One Johnson & Johnson Plaza
New Brunswick, NJ 08933

ITEM
2(c) CITIZENSHIP:

J&J: New Jersey
JJDC: New Jersey

ITEM
2(d) TITLE OF CLASS OF SECURITIES:

Common Stock, \$.00001 par value per share ("Common Stock")

ITEM
2(e) CUSIP NUMBER:

74366E102

ITEM
3 STATEMENTS FILED PURSUANT TO RULES 13D-1(B) OR 13D-2(B) OR (C):

Not applicable.

CUSIP No. 74366E102

ITEM 4 OWNERSHIP:

The information set forth in Rows 5 through 9 and 11 of the cover pages of this Schedule 13G is incorporated herein by reference.

ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:

Not applicable.

ITEM 6 OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:

Not applicable.

ITEM 7 IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT COMPANY:

Not applicable.

ITEM 8 IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP:

Not applicable.

NOTICE OF DISSOLUTION OF GROUP:

ITEM
9

Not applicable.

ITEM
10 CERTIFICATION:

By signing below the undersigned certify that, to the best of their knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the Issuer and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

5

CUSIP No. 74366E102

SIGNATURE

After reasonable inquiry and to the best of their knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

Dated: August 16, 2016

JOHNSON & JOHNSON

By: /s/ Thomas Spellman III

Name: Thomas Spellman III

Title: Secretary

JOHNSON & JOHNSON
INNOVATION-JJDC, INC.

By: /s/ Steven M. Rosenberg

Name: Steven M. Rosenberg

Title: Secretary

