
**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 15, 2018**

PROTAGONIST THERAPEUTICS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-37852
(Commission
File Number)

98-0505495
(IRS Employer
Identification No.)

Protagonist Therapeutics, Inc.
7707 Gateway Blvd., Suite 140
Newark, California 94560-1160
(Address of principal executive offices, including zip code)

(510) 474-0170
(Registrant's telephone number, including area code)

Not Applicable
(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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company 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.

Effective May 15, 2018, the Board of Directors (the “*Board*”) of Protagonist Therapeutics, Inc. (the “*Company*”) appointed Bryan Giraudo, to serve as a Class III director of the Company until the Company’s 2019 Annual Meeting of Stockholders and until his successor has been duly elected and qualified, or until his earlier death, resignation or removal. The Board has affirmatively determined that Mr. Giraudo is an independent director pursuant to Nasdaq’s governance listing standards and those rules and regulations issued pursuant to the Securities Exchange Act of 1934, as amended.

Since May 7, 2018, Mr. Giraudo has served as Chief Financial Officer of Gossamer Bio, a privately held San Diego based biotechnology company. Prior to joining Gossamer Bio, Mr. Giraudo was Senior Managing Director at Leerink Partners from 2009 to 2018. Before joining Leerink, Mr. Giraudo was a Managing Director with Merrill Lynch. Mr. Giraudo received his B.A. from Georgetown University.

There were no arrangements or understandings between Mr. Giraudo and any other persons pursuant to which he was selected as a director, and there are no related person transactions (within the meaning of Item 404(a) of Regulation S-K or 5.02(d) of Form 8-K) between Mr. Giraudo and the Company required to be disclosed herein.

Pursuant to the Company’s Non-Employee Director Compensation Policy (the “*Policy*”), Mr. Giraudo will receive annual cash compensation in the amount of \$40,000 for his service on the Board. All amounts will be paid in quarterly installments in which service occurred, prorated for months of partial service. In connection with his election to the Board and pursuant to the Policy, on May 15, 2018, Mr. Giraudo was granted an option to purchase 24,000 shares of common stock of the Company (the “*Option*”) with an exercise price of \$6.45 per share, the closing price per share of the Company’s common stock on the option grant date. The Option will vest in 36 equal monthly installments, subject to Mr. Giraudo’s continuous service as a member of the Board. Pursuant to the Policy, Mr. Giraudo will also be eligible to receive annual option grants to purchase an additional 12,000 shares of common stock of the Company on the date of each annual meeting of stockholders of the Company, which options will vest at the earlier of (i) one year or (ii) the next annual meeting of stockholders.

As of the time of the filing of this Current Report on Form 8-K, the Board has not determined to which committees, if any, Mr. Giraudo will be appointed. If Mr. Giraudo is appointed to serve on a committee of the Board, he will be entitled to additional cash compensation in connection with such additional service.

The Company will enter into an indemnification agreement with Mr. Giraudo for his service as a director of the Company, consistent with the form of the Company’s indemnification agreement entered into with its other directors. In connection with Mr. Giraudo’s appointment, the Board increased the number of authorized directors from seven to eight.

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.

Protagonist Therapeutics, Inc.

Dated: May 16, 2018

By: /s/ Thomas P. O'Neil
Thomas P. O'Neil
Chief Financial Officer