

PROTEOSTASIS THERAPEUTICS, INC.

Form 3/A

February 18, 2016

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
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burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *Â PERRIGO SCIENCE ONE
LTD.

(Last) (First) (Middle)

TREASURY
BUILDING,Â LOWER GRAND
CANAL STREET

(Street)

DUBLIN,Â L2Â 2

(City) (State) (Zip)

2. Date of Event Requiring
Statement(Month/Day/Year)
02/10/2016

3. Issuer Name and Ticker or Trading Symbol

PROTEOSTASIS THERAPEUTICS, INC. [PTI]

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer ____ Other
(give title below) (specify below)5. If Amendment, Date Original
Filed(Month/Day/Year)

02/10/2016

6. Individual or Joint/Group
Filing(Check Applicable Line)____ Form filed by One Reporting
Person_X_ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

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information contained in this form are not
required to respond unless the form displays a
currently valid OMB control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)4. Conversion
or Exercise
Price of
Derivative5. Ownership
Form of
Derivative
Security:6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Series A Convertible Redeemable Preferred Stock	Â <u>(1)</u>	Â <u>(1)</u>	Common Stock	2,416,612 <u>(1)</u>	\$ <u>(1)</u>	D <u>(2)</u>	Â
Series B Convertible Redeemable Preferred Stock	Â <u>(3)</u>	Â <u>(3)</u>	Common Stock	366,455 <u>(3)</u>	\$ <u>(3)</u>	D <u>(2)</u>	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PERRIGO SCIENCE ONE LTD. TREASURY BUILDING LOWER GRAND CANAL STREET DUBLIN,Â L2Â 2	Â	Â X	Â	Â
PERRIGO CORP LTD. TREASURY BUILDING, LOWER GRAND CANAL STREET DUBLIN,Â L2Â 2	Â	Â X	Â	Â
ELAN PHARMA INTERNATIONAL LTD. TREASURY BUILDING, LOWER GRAND CANAL STREET DUBLIN,Â L2Â 2	Â	Â X	Â	Â
PERRIGO HOLDINGS LTD. TREASURY BUILDING, LOWER GRAND CANAL STREET DUBLIN,Â L2Â 2	Â	Â X	Â	Â
PERRIGO Co plc TREASURY BUILDING, LOWER GRAND CANAL STREET DUBLIN,Â L2Â 2	Â	Â X	Â	Â

Signatures

/s/Todd Kingma, Secretary of Perrigo Science One Ltd.	02/18/2016
<u> </u> **Signature of Reporting Person	Date
/s/Todd Kingma, Secretary of Perrigo Corporation Limited	02/18/2016
<u> </u> **Signature of Reporting Person	Date
/s/Todd Kingma, Director of Elan Pharma International Limited	02/18/2016
<u> </u> **Signature of Reporting Person	Date

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/s/Todd Kingma, Secretary of Perrigo Holdings Ltd.

02/18/2016

Signature of Reporting Person

Date

/s/Todd Kingma, Secretary of Perrigo Company plc

02/18/2016

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).
- (1) The Series A Convertible Redeemable Preferred Stock (the "Series A Shares") are convertible on a 10.8102-to-1 basis into the Issuer's Common Stock at any time at the election of the Reporting Person and will automatically convert, together with the accrued but unpaid dividends, upon closing of the Issuer's initial public offering into the number of shares of the Issuer's Common Stock shown in column 3. The Series A Shares do not have an expiration date.
- (2) Perrigo Science One Ltd. ("Science") (formerly Elan Science One Ltd.) is the direct owner of these securities. Science is a direct or indirect, wholly-owned subsidiary of each of the other reporting persons.
- (3) The Series B Convertible Redeemable Preferred Stock (the "Series B Shares") are convertible on a 10.8102-to-1 basis into the number of shares of the Issuer's Common Stock as shown in column 3 at any time at the election of the Reporting Person and will automatically convert upon the closing of the Issuer's initial public offering. The Series B Shares do not have an expiration date.

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Remarks:

ThisÂ formÂ amendsÂ andÂ restatesÂ theÂ FormÂ 3Â previouslyÂ filedÂ toÂ reflectÂ theÂ changeÂ inÂ nameÂ ofÂ Elan

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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