

# HORIZON PHARMA PLC

Reported by  
**CAREY ROBERT**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 03/07/17 for the Period Ending 03/05/17

|             |                                    |
|-------------|------------------------------------|
| Telephone   | 011-353-1-772-2100                 |
| CIK         | 0001492426                         |
| Symbol      | HZNP                               |
| SIC Code    | 2834 - Pharmaceutical Preparations |
| Industry    | Pharmaceuticals                    |
| Sector      | Healthcare                         |
| Fiscal Year | 12/31                              |

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

[ ] 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 or Section 30(h) of the Investment Company Act of 1940

|   |  |   |  |  |  |
|---|--|---|--|--|--|
| 1. Name and Address of Reporting Person *                               |  | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  |  |
| <b>Carey Robert</b>   |  | <b>Horizon Pharma plc [ HZNP ]</b>                |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>EVP, Chief Business Officer</b> |  |
| (Last) (First) (Middle)   |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |  |  |
| <b>C/O HORIZON PHARMA PLC, CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON RD</b> |  | <b>3/5/2017</b>                                   |  |  |  |
| (Street)  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)  |  |
| <b>DUBLIN, L2 4</b>   |  |   |  | <input type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> 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. Trans. Date | 2A. Deemed Execution Date, if any | 3. Trans. 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) |
|---------------------------------|----------------|-----------------------------------|---------------------------|---|---|------------|---------|---|--|---|
|                                 |                |                                   | Code                      | V | Amount  | (A) or (D) | Price   |   |  |   |
| Ordinary Shares                 | 3/5/2017       |                                   | M                         |   | 31025   | A          | (1)     | 31625   | D  |   |
| Ordinary Shares                 | 3/5/2017       |                                   | F                         |   | 14268   | D          | \$16.11 | 17357   | D  |   |
| Ordinary Shares                 |                |                                   |                           |   |   |            |         | 95408   | I  | By Robert F. Carey III Trust dated 4/24/2001          |

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivate Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Trans. Date | 3A. Deemed Execution Date, if any | 4. Trans. 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 |                 | 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|----------------|-----------------------------------|---------------------------|---|--|-----|---|-----------------|---|----------------------------|--|--|--|--|
|  |  |                |                                   | Code                      | V | (A)  | (D) | Date Exercisable                        | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Restricted Stock Units                   | (1)  | 3/5/2017       |                                   | M                         |   | 31025  |     | (2)                                     | (2)             | Ordinary Shares   | 31025                      | \$0.00                                     | 31025  | D  |  |

**Explanation of Responses:**

- (1) Each restricted stock unit represents a contingent right to receive one ordinary share of the Issuer.
- (2) On March 5, 2014, the reporting person was granted 124,100 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the grant date.

**Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |                                    |       |
|---|---------------|-----------|------------------------------------|-------|
|   | Director      | 10% Owner | Officer                            | Other |
| <b>Carey Robert</b><br>C/O HORIZON PHARMA PLC<br>CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON RD<br>DUBLIN, L2 4 |               |           | <b>EVP, Chief Business Officer</b> |       |

**Signatures**

/s/ Paul W. Hoelscher, Attorney-in-Fact

3/7/2017

\*\*Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.