

HORIZON PHARMA PLC

Reported by
CAREY ROBERT

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 03/02/17 for the Period Ending 02/28/17

Telephone	011-353-1-772-2100
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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

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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)		
Carey Robert			Horizon Pharma plc [HZNP]			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP, Chief Business Officer		
(Last) (First) (Middle)			3. Date of Earliest Transaction (MM/DD/YYYY)					
C/O HORIZON PHARMA PLC, CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON RD			2/28/2017					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
DUBLIN, L2 4						<input checked="" type="checkbox"/> Form filed by One Reporting Person <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	2/28/2017		X		6913	A	\$4.308	127216 (1)	I	By Robert F. Carey III Trust dated 4/24/2001
Ordinary Shares	2/28/2017		S (2)		1808	D	\$16.48	125408	I	By Robert F. Carey III Trust dated 4/24/2001
Ordinary Shares	3/1/2017		S		30000	D	\$16.00	95408	I	By Robert F. Carey III Trust dated 4/24/2001
Ordinary Shares								600 (3)	D	

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				
Warrant to Purchase Ordinary Shares (Right to Buy)	\$4.308	2/28/2017		X		6913		3/2/2012	3/2/2017	Ordinary Shares	6913	\$0.00	0	I	By Robert F. Carey III Trust dated 4/24/2001

Explanation of Responses:

- (1) Includes 38,242 shares which were transferred from the Reporting Person to the Trust on January 11, 2017.
- (2) Exercise of a warrant to purchase 6,913 ordinary shares of the Issuer for \$4.308 per share. The reporting person paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 1,808 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 5,105 shares. The warrant was scheduled to expire on March 2, 2017.

- (On June 1, 2016, 1,173 ordinary shares of the Issuer were acquired by the reporting person pursuant to an employee stock purchase program. The number of
- 3) Issuer shares previously reported as beneficially owned by the reporting person was incorrectly over reported on a prior Form 4 by 573 shares of the Issuer's common stock, and has been corrected with this filing.

Reporting Owners

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

Signatures

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

3/2/2017

**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.

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