

HORIZON PHARMA PLC

Reported by
WATKINS THOMAS

FORM 4

(Statement of Changes in Beneficial Ownership)

Filed 05/04/17 for the Period Ending 05/03/17

Telephone 011-353-1-772-2100
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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 * Watkins Thomas (Last) (First) (Middle) | | 2. Issuer Name and Ticker or Trading Symbol Horizon Pharma plc [HZNP] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director _____ 10% Owner ____ Officer (give title below) _____ Other (specify below) | |
| C/O HORIZON PHARMA PLC, CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON RD (Street) | | 3. Date of Earliest Transaction (MM/DD/YYYY) 5/3/2017 | | | |
| DUBLIN, L2 8 (City) (State) (Zip) | | 4. If Amendment, Date Original Filed (MM/DD/YYYY) | | 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person ____ Form filed by More than One Reporting Person | |

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 | 5/3/2017 | | M | | 13953 | A | (1) | 19211 | I | By Trust |
| Ordinary Shares | | | | | | | | 6000 | D | |
| Ordinary Shares | | | | | | | | 10000 | I | By Family Limited Partnership |

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) | 5/3/2017 | | M | | 13953 | | (2) | (2) | Ordinary shares | 13953 | \$0.00 | 0 | D | |
| Stock Option (Right to Buy) | \$15.12 | 5/3/2017 | | A | | 31153 | | (3) | 5/2/2027 | Ordinary shares | 31153 | \$0.00 | 31153 | D | |
| Restricted Stock Units | (1) | 5/3/2017 | | A | | 14054 | | | 5/3/2018 | Ordinary shares | 14054 | \$0.00 | 14054 | D | |

Explanation of Responses:

- (1) Each restricted stock unit represents a contingent right to receive one ordinary share of the Issuer.
 (2) On May 3, 2016, the reporting person was granted 13,953 restricted stock units, vesting in full on the first anniversary of the grant date.
 (3) The option vests in 12 equal monthly installments from the date of grant.

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Watkins Thomas C/O HORIZON PHARMA PLC CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON RD DUBLIN, L2 8 | X | | | |

Signatures

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

5/4/2017

**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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