

Horizon Pharma plc
Form 4
September 22, 2014

FORM 4

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

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Walbert Timothy P

(Last) (First) (Middle)

**C/O HORIZON PHARMA,
INC., 520 LAKE COOK ROAD,
SUITE 520**

(Street)

DEERFIELD, IL 60015

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Horizon Pharma plc [HZNP]

3. Date of Earliest Transaction
(Month/Day/Year)

09/19/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chairman, President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/19/2014		D ⁽¹⁾		164,060	D	<u>11</u> 0

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

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information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction 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 (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 10.43	09/19/2014		D ⁽¹⁾			121,701	⁽²⁾	07/15/2018	Common Stock	121,70
Stock Option (Right to Buy)	\$ 5.2	09/19/2014		D ⁽¹⁾			128,937	⁽²⁾	02/02/2020	Common Stock	128,93
Stock Option (Right to Buy)	\$ 12.94	09/19/2014		D ⁽¹⁾			112,787	⁽²⁾	06/15/2020	Common Stock	112,78
Stock Option (Right to Buy)	\$ 4.96	09/19/2014		D ⁽¹⁾			216,955	⁽⁴⁾	12/07/2021	Common Stock	216,95
Restricted Stock Units	⁽⁵⁾	09/19/2014		D ⁽¹⁾			66,421	⁽⁶⁾	⁽⁵⁾	Common Stock	66,421
Stock Option (Right to Buy)	\$ 2.4	09/19/2014		D ⁽¹⁾			147,000	⁽⁴⁾	01/01/2023	Common Stock	147,00
Restricted Stock Units	⁽⁵⁾	09/19/2014		D ⁽¹⁾			96,525	⁽⁶⁾	⁽⁵⁾	Common Stock	96,525
Stock Option (Right to Buy)	\$ 7.61	09/19/2014		D ⁽¹⁾			223,000	⁽⁴⁾	01/01/2024	Common Stock	223,00
Restricted Stock Units	⁽⁵⁾	09/19/2014		D ⁽¹⁾			198,000	⁽⁶⁾	⁽⁵⁾	Common Stock	198,00

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Walbert Timothy P C/O HORIZON PHARMA, INC. 520 LAKE COOK ROAD, SUITE 520 DEERFIELD, IL 60015	X		Chairman, President and CEO	

Signatures

/s/ Robert J. De Vaere,
Attorney-in-Fact

09/22/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* 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).

- Disposition in connection with the merger (the "Merger") contemplated by the Transaction Agreement and Plan of Merger among Horizon Pharma, Inc. (the "Issuer"), Vidara Therapeutics Holdings LLC, Horizon Pharma plc (formerly known as Vidara Therapeutics International Ltd.), Hamilton Holdings (USA), Inc. and Hamilton Merger Sub, Inc. Pursuant to the Merger, the outstanding securities of the Issuer are being canceled and automatically converted into securities of Horizon Pharma plc. The Reporting Person's acquisition of securities of Horizon Pharma plc in the Merger will be reported on a separate Form 4.
- (1) International Ltd.), Hamilton Holdings (USA), Inc. and Hamilton Merger Sub, Inc. Pursuant to the Merger, the outstanding securities of the Issuer are being canceled and automatically converted into securities of Horizon Pharma plc. The Reporting Person's acquisition of securities of Horizon Pharma plc in the Merger will be reported on a separate Form 4.
 - (2) The stock option is fully vested and exercisable. 25% of the shares subject to the option vested on the first anniversary of the grant date, and the remaining shares vested in 36 equal monthly installments thereafter.
 - (3) In connection with the Merger, the stock option has been assumed and converted into options to purchase the same number of ordinary shares of Horizon Pharma plc at the same exercise price and on substantially the same terms.
 - (4) The stock option vests in 48 equal monthly installments following the date of grant.
 - (5) Each restricted stock unit represented a contingent right to receive one share of Horizon Pharma, Inc. common stock. Each restricted stock unit has been converted into a contingent right to receive one ordinary share of Horizon Pharma plc.
 - (6) The restricted stock units vest in four equal annual installments.

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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