

Horizon Pharma plc
Form 4
July 17, 2015

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SHERMAN JEFFREY W

(Last) (First) (Middle)

**C/O HORIZON PHARMA
PLC, CONNAUGHT HOUSE, 1ST
FL, 1 BURLINGTON RD**

(Street)

DUBLIN, L2 4

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Horizon Pharma plc [HZNP]

3. Date of Earliest Transaction
(Month/Day/Year)
07/15/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP and Chief Medical Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	07/15/2015		M	24,437	A \$ 2.4	137,319 ⁽¹⁾	D
Ordinary Shares	07/15/2015		S ⁽²⁾	24,437	D \$ 35.55 ⁽³⁾	112,882	D
Ordinary Shares	07/15/2015		M	2,450	A \$ 4.96	115,332	D
Ordinary Shares	07/15/2015		S ⁽²⁾	2,450	D \$ 35.55 ⁽³⁾	112,882	D

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

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(9-02)

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

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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 2.4	07/15/2015		M	24,437	<u>(4)</u> 01/01/2023	Ordinary Shares	24,437
Stock Option (Right to Buy)	\$ 4.96	07/15/2015		M	2,450	<u>(4)</u> 12/07/2021	Ordinary Shares	2,450

Reporting Owners

Reporting Owner Name / Address	Relationships
SHERMAN JEFFREY W C/O HORIZON PHARMA PLC CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON RD DUBLIN, L2 4	Director 10% Owner Officer Other EVP and Chief Medical Officer

Signatures

/s/ Paul W. Hoelscher,
Attorney-in-Fact 07/17/2015

__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).

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- (1) Includes 10,549 ordinary shares of the Issuer acquired by the reporting person on June 1, 2015 pursuant to an employee stock purchase program.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule10b5-1 trading plan adopted by the reporting person on May 13, 2015.
The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.09 to \$35.92 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3)
- (4) The stock option vests in 48 equal monthly installments following the date of grant.

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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