

Horizon Pharma plc
Form 4
September 22, 2014

FORM 4

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

OMB APPROVAL

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Carey Robert

(Last) (First) (Middle)

C/O HORIZON PHARMA,
INC., 520 EAST 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)
EVP & Chief Business Officer

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 Indirect Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	09/19/2014		D ⁽¹⁾		57,655	D	11 0

By Robert F. Carey III
Trust dated 04/24/2001

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

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Warrants to purchase common stock	\$ 4.308	09/19/2014		D ⁽¹⁾	6,913	03/02/2012	03/02/2017	Common Stock	6,913
Employee stock option (right to buy)	\$ 13.34	09/19/2014		D ⁽¹⁾	100,000	⁽³⁾	03/04/2024	Common Stock	100,000
Employee stock options (right to buy)	\$ 13.34	09/19/2014		D ⁽¹⁾	140,000	⁽⁵⁾	03/04/2024	Common Stock	140,000
Restricted stock units	⁽⁶⁾	09/19/2014		D ⁽¹⁾	124,100	⁽⁷⁾	⁽⁶⁾	Common Stock	124,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Carey Robert C/O HORIZON PHARMA, INC. 520 EAST COOK ROAD, SUITE 520 DEERFIELD, IL 60015			EVP & Chief Business Officer	

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 the Issuer, Vidara Therapeutics Holdings LLC, Horizon Pharma plc (formerly known as Vidara Therapeutics International Ltd.), Hamilton

- (1) 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) In connection with the Merger, the warrant has been assumed and converted into a warrant to acquire the same number of ordinary shares of Horizon Pharma plc at the same exercise price and on substantially the same terms.
- (3) The shares subject to the stock option vest in 12 equal monthly installments following the grant date of 3/5/2014.
- (4) In connection with the Merger, the stock option has been assumed and converted into an option to acquire the same number of ordinary shares of Horizon Pharma plc at the same exercise price and on substantially the same terms.
- (5) 25% of the shares subject to the stock option vest on 6/23/2015, and the remaining shares vest in 36 equal monthly installments thereafter.
- (6) 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.
- (7) 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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