

Horizon Pharma plc  
Form 10-K/A  
March 02, 2015

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 10-K/A**

**Amendment No. 1**

(Mark One)

☒ **ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the fiscal year ended December 31, 2014**

**or**

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**  
**For the transition period from                      to**

**Commission File Number 001-35238**

**HORIZON PHARMA PUBLIC LIMITED COMPANY**

**(Exact name of Registrant as specified in its charter)**

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<p><b>Ireland</b> (State or other jurisdiction of incorporation or organization) <b>Connaught House, 1<sup>st</sup> Floor</b></p> <p><b>1 Burlington Road, Dublin 4, Ireland</b> (Address of principal executive offices)</p>	<p><b>Not Applicable</b> (I.R.S. Employer Identification No.)</p> <p><b>Not Applicable</b> (zip code)</p>
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**011 353 1 772 2100**

(Registrant's telephone number, including area code)

## Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Name of Each Exchange on Which Registered
Ordinary shares, nominal value \$0.0001 per share	The NASDAQ Global Market

**Securities registered pursuant to Section 12(g) of the Act:**

None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes ☒ No ☐.

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☒.

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐.

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer ☒ Accelerated filer ☐  
 Non-accelerated filer ☐ (Do not check if a smaller reporting company) Smaller reporting company ☐  
 Indicate by check mark whether the registrant is a shell company (as defined by Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

The aggregate market value of the registrant's voting ordinary shares held by non-affiliates of the registrant, based upon the \$15.82 per share closing sale price of the registrant's ordinary shares on June 30, 2014 (the last business day of the registrant's most recently completed second quarter), was approximately \$1.0 billion. Solely for purposes of this calculation, the registrant's directors and executive officers and holders of 10% or more of the registrant's outstanding ordinary shares have been assumed to be affiliates and an aggregate of 9,164,811 shares of the registrant's voting ordinary shares held by such persons on June 30, 2014 are not

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included in this calculation.

As of February 20, 2015, the registrant had outstanding 125,100,210 ordinary shares.

### **DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the registrant's definitive Proxy Statement for the registrant's 2015 Annual Meeting of Shareholders are incorporated by reference into Part III of Annual Report on this Form 10-K.

EXPLANATORY NOTE

The sole purpose of this Amendment No. 1 to our Annual Report on Form 10-K for the year ended December 31, 2014, originally filed with the Securities and Exchange Commission on February 27, 2015 (the "Original Filing") is to correct a clerical error that resulted in the filing of an incorrect version of Exhibit 101 to the Form 10-K, which contains the XBRL (eXtensible Business Reporting Language) Interactive Data File for the financial statements and notes included in Part IV, Item 15 of the Form 10-K.

No other changes have been made to the Form 10-K. This Form 10-K/A does not modify or update any previously reported financial statements or other disclosures in the Original Filing. Accordingly, this Amendment No. 1 should be read in conjunction with the Original Form 10-K, which continues to speak as of the original filing date of the Original Filing.

**INDEX TO EXHIBITS**

**Description of Document**

by and among Horizon Pharma, Inc., Vidara Therapeutics Holdings LLC, Vidara Therapeutics International Ltd. (now known as Horizon Pharma Public Limited Company) dated June 12, 2014, by and between Horizon Pharma, Inc. and Vidara Therapeutics Holdings LLC.

ic Limited Company.

Comerica Bank.

Hercules Technology Growth Capital, Inc.

Comerica Bank.

Hercules Technology Growth Capital, Inc.

curities Purchase Agreement, dated February 28, 2012, by and among Horizon Pharma, Inc. and the Purchasers and Warrant Holders listed therein.

g of Units.

Pharma, Inc. and U.S. Bank National Association.

among Horizon Pharma, Inc., Horizon Pharma Public Limited Company and U.S Bank National Association.

among Vidara Therapeutics International plc (now known as Horizon Pharma Public Limited Company), Vidara Therapeutics Holdings LLC and certain shareholders

Horizon Pharma Public Limited Company and certain of its directors, officers and employees.

Horizon Pharma, Inc. and certain directors, officers and employees of Horizon Pharma Public Limited Company.

Compensation Policy.

Agreement thereunder.

Form of Option Agreement and Form of Stock Option Grant Notice thereunder.

Form of Offering Document thereunder.

Plan and Form of Option Agreement, Form of Stock Option Grant Notice, Form of Restricted Stock Unit Agreement and Form of Restricted Stock Unit Grant Notice to

Equity Incentive Plan and Form of Option Agreement, Form of Stock Option Grant Notice, Form of Restricted Stock Unit Agreement and Form of Restricted Stock Unit Grant Notice to

**Description of Document**

14 Employee Share Purchase Plan.

August 20, 2004, by and among Horizon Pharma AG, Jagotec AG and SkyePharma AG.

reement, dated August 3, 2007, by and among Horizon Pharma AG, Jagotec AG and SkyePharma AG.

August 3, 2007, by and between Horizon Pharma AG and Jagotec AG.

st 2, 2004, by and among Horizon Pharma AG, Horizon Pharma GmbH and Merck KgaA.

ed December 21, 2006, by and among Horizon Pharma AG, Horizon Pharma GmbH and Merck Serono GmbH (which was subsequently assigned to Mundipharma L

Agreement, dated December 17, 2008, by and among Horizon Pharma AG, Horizon Pharma GmbH and Merck Serono GmbH (which was subsequently assigned to M

ed March 26, 2009, by and among Horizon Pharma AG, Horizon Pharma GmbH and Merck GesmbH.

nd Inventions Agreement.

March 24, 2009, by and between Horizon Pharma AG and Mundipharma Medical Company.

ch 24, 2009, by and between Horizon Pharma AG and Mundipharma International Corporation Limited.

ment, dated July 7, 2009, by and between Horizon Pharma AG and Mundipharma International Corporation Limited.

nt Agreement, dated July 27, 2010, by and between Horizon Pharma, Inc., Horizon Pharma USA, Inc. and Timothy P. Walbert.

nt Agreement, dated July 27, 2010, by and between Horizon Pharma, Inc., Horizon Pharma USA, Inc. and Jeffrey W. Sherman, M.D. FACP.

reement, dated March 4, 2011, by and between Horizon Pharma AG and Jagotec AG.

May 25, 2011, by and between Horizon Pharma USA, Inc. and sanofi-aventis U.S. LLC.

etween Horizon Pharma USA, Inc. and BASF Corporation.

November 4, 2010 by and between Horizon Pharma AG and Mundipharma Medical Company.

ember 4, 2010 by and between Horizon Pharma AG and Mundipharma International Corporation Limited.

nd among Horizon Pharma AG, Horizon Pharma GmbH, Mundipharma International Corporation Limited and Mundipharma Medical Company.

reement, effective as of September 25, 2013, by and between Horizon Pharma USA, Inc. and sanofi-aventis U.S. LLC.

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### Description of Document

Office Lease, effective August 31, 2011, by and between Horizon Pharma USA, Inc. and Long Ridge Office Portfolio, L.P.

Agreement, dated October 17, 2012, by and among Horizon Pharma AG, Mundipharma International Corporation Limited and Mundipharma Medical Company.

Agreement, dated March 21, 2013, by and among Horizon Pharma AG, Mundipharma International Corporation Limited and Mundipharma Medical Company.

Agreement No. 1 to Exclusive Distribution Agreement, dated March 5, 2012, by and between Horizon Pharma AG and Mundipharma International Corporation Limited.

Agreement No. 1 to Manufacturing and Supply Agreement, dated March 5, 2012, by and between Horizon Pharma AG and Mundipharma Medical Company.

Amended and Restated Severance Benefit Plan Dated March 1, 2012.

Agreement to Lease, dated July 31, 2012, by and between Horizon Pharma USA, Inc. and Long Ridge Office Portfolio, L.P.

Amendment to Lease, dated December 10, 2013, by and between Horizon Pharma USA, Inc. and Long Ridge Office Portfolio, L.P.

Agreement to Lease, dated June 30, 2014, by and between Horizon Pharma USA, Inc. and Long Ridge Office Portfolio, L.P.

Agreement, dated October 6, 2011, by and among Horizon Pharma AG, Mundipharma International Corporation Limited and Mundipharma Medical Company.

Agreement No. 2 to Exclusive Distribution Agreement, dated October 25, 2013, by and between Horizon Pharma AG and Mundipharma International Corporation Limited.

Agreement No. 2 to Manufacturing and Supply Agreement, dated October 25, 2013, by and between Horizon Pharma AG and Mundipharma Medical Company.

Agreement, dated August 21, 2013, by and among Horizon Pharma, Inc., Horizon Pharma USA, Inc., Par Pharmaceutical Companies, Inc. and Par Pharmaceutical, Inc.

Agreement, dated August 21, 2013, by and among Horizon Pharma, Inc., Horizon Pharma USA, Inc., Par Pharmaceutical Companies, Inc. and Par Pharmaceutical, Inc.

Agreement, dated November 18, 2013, by and between Horizon Pharma USA, Inc. and AstraZeneca AB.

Agreement, dated November 22, 2013, by and between Horizon Pharma USA, Inc. and AstraZeneca AB.

Amended and Restated Collaboration and License Agreement for the United States, dated November 18, 2013, by and between Horizon Pharma USA, Inc. and POZEN Inc.

Agreement No. 1 to Amended and Restated Collaboration and License Agreement for the United States, dated November 18, 2013, by and between Horizon Pharma USA, Inc. and POZEN Inc.

Agreement, dated November 18, 2013, by and among Horizon Pharma USA, Inc., AstraZeneca AB and POZEN Inc.

Manufacturing Services Agreement, dated October 31, 2013, by and between Horizon Pharma, Inc. and Patheon Pharmaceuticals, Inc.

Agreement to Amended and Restated Executive Employment Agreement, dated January 16, 2014, by and among Horizon Pharma, Inc., Horizon Pharma USA, Inc. and Ti

**Description of Document**

and Restated Executive Employment Agreement, dated January 16, 2014, by and among Horizon Pharma, Inc., Horizon Pharma USA, Inc. and Jeffrey W. Sherman, M.D.

Amendment, effective March 5, 2014, by and among Horizon Pharma, Inc., Horizon Pharma USA, Inc. and Robert F. Carey.

Transition Agreement, dated June 17, 2014, by and among Horizon Pharma, Inc., Horizon Pharma USA, Inc. and Robert J. De Vaere.

Amendment, effective June 23, 2014, by and among Horizon Pharma, Inc., Horizon Pharma USA, Inc. and Paul W. Hoelscher.

Amendment, dated July 7, 2014, by and among Horizon Pharma, Inc., as initial signatory, the lenders party thereto and Citibank N.A., as administrative agent and collateral agent.

Amendment, dated October 17, 2014, by and between Horizon Pharma Public Limited Company and Nuvo Research Inc.

Amendment, dated November 17, 2014, by and between Horizon Pharma Public Limited Company and Nuvo Research Inc.

Amendment, by and among Horizon Pharma Public Limited Company, Horizon Pharma Services Limited and John Ronan and Castle Cove Property Developments Limited.

Amendment, dated May 17, 2012, by and among Vidara Therapeutics International Public Limited Company, Vidara Therapeutics Holdings LLC, Vidara Therapeutics Research Limited and Vidara Therapeutics International.

Amendment, dated June 18, 2012, by and among Vidara Therapeutics International Public Limited Company, Vidara Therapeutics Holdings LLC, Vidara Therapeutics Research Limited and Vidara Therapeutics International.

Amendment, dated July 31, 2013, by and between Vidara Therapeutics Research Limited and Boehringer Ingelheim RCV GmbH & Co KG.

Amendment, dated May 5, 1998, by and between Genentech, Inc. and Connetics Corporation.

Amendment, dated December 28, 1998, by and between Genentech, Inc. and Connetics Corporation.

Amendment, dated January 15, 1999, by and between Genentech, Inc. and Connetics Corporation.

Amendment, dated April 27, 1999, by and between Genentech, Inc. and Connetics Corporation.

Amendment, dated June 23, 2000 (Amendment No. 4), by and among Genentech, Inc., Connetics Corporation and InterMune Pharmaceuticals, Inc.

Amendment, dated January 25, 2001, by and between Genentech, Inc. and InterMune Pharmaceuticals, Inc.

Amendment, dated February 27, 2006, by and between Genentech, Inc. and InterMune, Inc.

Amendment, dated December 17, 2013, by and between Genentech, Inc. and Vidara Therapeutics International Public Limited Company.

Amendment, dated June 23, 2000, by and between Connetics Corporation and InterMune Pharmaceuticals, Inc.



# Description of Document

Revenue Adjustment Agreement, dated June 27, 2000, by and between InterMune Pharmaceuticals, Inc. and Connetics Corporation.

License Agreement, dated April 16, 2012, by and among Benton Property Holding Limited (in receivership), Jim Hamilton and Vidara Therapeutics Research Limited.

Consulting Agreement, dated March 18, 2014 between Horizon Pharma USA, Inc. and Virinder Nohria.

Executive Employment Agreement, effective September 18, 2014, by and among Horizon Pharma, Inc., Horizon Pharma USA, Inc. and Barry Moze.

Executive Employment Agreement, effective November 24, 2014, by and among Horizon Pharma, Inc., Horizon Pharma USA, Inc. and John Kody.

Horizon Pharma Public Limited Company Cash Long Term Incentive Program.

Amendment No. 3 to Exclusive Distribution Agreement, dated September 22, 2014, by and between Horizon Pharma AG and Mundipharma International Corporation Limited.

Amendment No. 3 to Manufacturing and Supply Agreement, dated September 22, 2014, by and between Horizon Pharma AG and Mundipharma Medical Company.

Subsidiaries of Horizon Pharma Public Limited Company.

Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.

Power of Attorney. Reference is made to the signature page hereto.

Certification of Principal Executive Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act.

Certification of Principal Financial Officer pursuant to Rule 13a-14(a) or 15d-14(a) of the Exchange Act.

Certification of Principal Executive Officer pursuant to Rule 13a-14(b) or 15d-14(b) of the Exchange Act and 18 U.S.C. Section 1350.

Certification of Principal Financial Officer pursuant to Rule 13a-14(b) or 15d-14(b) of the Exchange Act and 18 U.S.C. Section 1350.

XBRL Instance Document

XBRL Taxonomy Extension Schema Document

XBRL Taxonomy Extension Calculation Linkbase Document

XBRL Taxonomy Extension Definition Linkbase Document

XBRL Taxonomy Extension Label Linkbase Document

XBRL Taxonomy Extension Presentation Linkbase Document

- + Indicates management contract or compensatory plan.  
Schedules have been omitted pursuant to Item 601(b)(2) of Regulation S-K. Horizon Pharma Public Limited Company undertakes to furnish supplemental copies of any of the omitted schedules upon request by the Securities and Exchange Commission.
- \* Confidential treatment has been granted with respect to certain portions of this exhibit. Omitted portions have been filed separately with the Securities and Exchange Commission.
- \*\* Confidential treatment has been requested with respect to certain portions of this exhibit. Omitted portions have been filed separately with the Securities and Exchange Commission.
- \*\*\* Indicates an instrument, agreement or compensatory arrangement or plan assumed by Horizon Pharma Public Limited Company in the merger and no longer binding on Horizon Pharma, Inc.

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- (1) Incorporated by reference to Horizon Pharma, Inc. s Registration Statement on Form S-1 (No. 333-168504), as amended.
- (2) Incorporated by reference to Horizon Pharma, Inc. s Quarterly Report on Form 10-Q, filed on November 14, 2011.
- (3) Incorporated by reference to Horizon Pharma, Inc. s Current Report on Form 8-K, filed on March 1, 2012.
- (4) Incorporated by reference to Horizon Pharma, Inc. s Current Report on Form 8-K, filed on March 8, 2012.
- (5) Incorporated by reference to Horizon Pharma, Inc. s Annual Report on Form 10-K, filed on March 23, 2012.
- (6) Incorporated by reference to Horizon Pharma, Inc. s Current Report on Form 8-K, filed on September 20, 2012.
- (7) Incorporated by reference to Horizon Pharma, Inc. s Quarterly Report on Form 10-Q, filed on November 13, 2012.
- (8) Incorporated by reference to Horizon Pharma, Inc. s Current Report on Form 8-K, filed on September 7, 2012.
- (9) Incorporated by reference to Horizon Pharma, Inc. s Quarterly Report on Form 10-Q, filed on May 10, 2013.
- (10) Incorporated by reference to Horizon Pharma, Inc. s Quarterly Report on Form 10-Q, filed on November 8, 2013.
- (11) Incorporated by reference to Horizon Pharma, Inc. s Current Report on Form 8-K, filed on July 2, 2014.
- (12) Incorporated by reference to Horizon Pharma, Inc. s Current Report on Form 8-K, filed on November 25, 2013.
- (13) Incorporated by reference to Horizon Pharma, Inc. s Current Report on Form 8-K, filed on January 16, 2014.
- (14) Incorporated by reference to Horizon Pharma, Inc. s Annual Report on Form 10-K, filed on March 13, 2014.
- (15) Incorporated by reference to Horizon Pharma, Inc. s Current Report on Form 8-K, filed on March 20, 2014.
- (16) Incorporated by reference to Horizon Pharma, Inc. s Amendment No.1 to Annual Report on Form 10-K, filed on May 23, 2014.
- (17) Incorporated by reference to Horizon Pharma, Inc. s Current Report on Form 8-K, filed on June 18, 2014.
- (18) Incorporated by reference to Horizon Pharma, Inc. s Current Report on Form 8-K, filed on June 19, 2014.
- (19) Incorporated by reference to Horizon Pharma, Inc. s Quarterly Report on Form 10-Q, filed on August 7, 2014.
- (20) Incorporated by reference to Horizon Pharma Public Limited Company s Current Report on Form 8-K, filed on September 19, 2014.
- (21) Incorporated by reference to Horizon Pharma Public Limited Company s Registration Statement on Form S-8, filed on September 22, 2014.
- (22) Incorporated by reference to Horizon Pharma Public Limited Company s Current Report on Form 8-K, filed on October 17, 2014.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the registrant has duly caused this Annual Report on Form 10-K/A to be signed on its behalf by the undersigned, thereunto duly authorized.

Horizon Pharma plc

By: /s/ PAUL W. HOELSCHER  
Paul W. Hoelscher

*Executive Vice President and Chief Financial Officer*

*(Principal Financial and Accounting Officer)*

Dated: February 27, 2015