

Horizon Pharma plc
Form 3
September 19, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Vidara Therapeutics Holdings LLC | | | (Month/Day/Year) | Horizon Pharma plc [HZNP] | |
| (Last) | (First) | (Middle) | 09/19/2014 | | |
| C/O DFW CAPITAL PARTNERS, ATTN: KEITH W., Â PENNELL, 300 FRANK W. BURR BLVD., STE 5 | | | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | | |
| | | | ___ Director ___X___ 10% Owner | | |
| | | | ___ Officer ___ Other | | |
| | | | (give title below) (specify below) | | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| TEANECK, Â NJ Â 07666 | | | | | ___X___ Form filed by One Reporting Person |
| (City) | (State) | (Zip) | | | ___ Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Ordinary shares, nominal value \$0.0001 per share | 31,350,000 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> <u>(5)</u> | D | Â |

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

SEC 1473 (7-02)

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

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Vidara Therapeutics Holdings LLC C/O DFW CAPITAL PARTNERS, ATTN: KEITH W. PENNELL, 300 FRANK W. BURR BLVD., STE 5 TEANECK, NJ 07666 | ^ | ^ X | ^ | ^ |

Signatures

/s/ Virinder Nohria, M.D.,
Ph.D. 09/19/2014

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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).

- On September 19, 2014, the Issuer (formerly known as Vidara Therapeutics International Public Limited Company) and Horizon Pharma Inc. ("HPI") consummated the merger contemplated by the transaction agreement and plan of merger that the Issuer entered into with HPI and certain other parties on March 18, 2014, as amended, or the merger agreement. In connection with the merger, the Issuer was re-named Horizon Pharma plc and became the parent company of HPI, with HPI becoming the wholly-owned subsidiary of the Issuer. In the merger, all outstanding shares of HPI's common stock were canceled and converted into the right to receive, on a one-for-one basis, ordinary shares of the Issuer. Immediately after giving effect to the issuance of ordinary shares of the Issuer to the former HPI stockholders in the merger, approximately 106,130,396 of the Issuer's ordinary shares were outstanding, of which approximately 70.5% were held by the former HPI stockholders.
- (1) (continued from footnote 1) The remaining 31,350,000 ordinary shares, or 29.5% of the Issuer's ordinary shares outstanding immediately after giving effect to the merger were held by Vidara Therapeutics Holdings LLC, the Reporting Person, which was the sole shareholder of the Issuer prior to the merger since January 2012. The managers of the Reporting Person, a Delaware limited liability company, are Mr. Balaji Venkataraman, Dr. Virinder Nohria, Mr. Keith Pennell and Mr. Donald DeMuth, each of whom disclaims beneficial ownership of the shares except to the extent of any pecuniary interest therein. Through trusts and other entities, Mr. Venkataraman indirectly beneficially owns 57.6% of the outstanding voting membership interests, and 52.9% of the economic interests of the Reporting Person.
- (2) (cont. from 2) If the Reporting Person were to distribute all of the ordinary shares of Horizon Pharma plc pro rata to its members, Mr. Venkataraman will indirectly beneficially own 16,586,317 ordinary shares of Horizon Pharma plc (or 15.6% of the total ordinary shares of Horizon Pharma plc outstanding as of September 19, 2014). Mr. Venkataraman, Mr. Pennell and Mr. DeMuth are U.S. citizens. Dr. Nohria is a citizen of the United Kingdom. The principal office of the Reporting Person is located at c/o DFW Capital Partners is 300 Frank W. Burr Boulevard, Glenpointe Centre East, Suite 5, Teaneck, New Jersey 07666. DFW Capital Partners III, L.P. ("DFW III"), a Delaware limited partnership, and DFW-Vidara, LLC ("DFW-Vidara"), a Delaware limited liability company, each an affiliate of DFW Capital Partners, together are the record holders of an aggregate of approximately 25.4% of the outstanding voting membership interests, and 14.6% of the economic interests of, the Reporting Person.
- (3) (cont. from 3) The principal business of DFW III is that of a private investment partnership. The general partner of DFW III is DFW III, LLC ("DFW III GP"), a Delaware limited liability company. The principal business of DFW III GP is that of acting as the general partner of DFW III. The principal business of DFW-Vidara is that of a private investment company. The managing member of DFW-Vidara is Jersey Ventures, LLC, or Jersey Ventures, a Delaware limited liability company. The principal business of Jersey Ventures is serving as

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the managing member of DFW-Vidara and one or more other entities affiliated with DFW Capital Partners. The managers of DFW III GP, Jersey Ventures and DFW Capital Partners are Donald F. DeMuth, Keith W. Pennell and Brett L. Prager, each of whom is a citizen of the United States and each of whom disclaims beneficial ownership of the ordinary shares except to the extent of any pecuniary interest therein.

- (cont. from 4) The principal office of DFW III, DFW-Vidara, DFW III GP, Jersey Ventures and DFW Capital Partners is 300 Frank W. Burr Boulevard, Glenpointe Centre East, Suite 5, Teaneck, New Jersey 07666. If the Reporting Person were to distribute all of the
- (5) ordinary shares of Horizon Pharma plc pro rata to its members, DFW III and DFW Vidara together will directly beneficially own, and DFW Capital Partners indirectly will beneficially own, 4,590,230 ordinary shares of Horizon Pharma plc (or 4.3% of the total ordinary shares of Horizon Pharma plc outstanding as of September 19, 2014).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.