

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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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
Carey Robert

(Last) (First) (Middle)

C/O HORIZON PHARMA
PLC, ADELAIDE CHAMBERS,
PETER STREET

(Street)

DUBLIN, L2 8

(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)		
				(A) or (D)	Price				
				Code	V	Amount			
Ordinary Shares	09/19/2014		A ⁽¹⁾	57,655	A	Ⓣ	57,655	I	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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SEC 1474 (9-02)

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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 Shares
Warrant to purchase ordinary shares	\$ 4.308	09/19/2014		A ⁽¹⁾	6,913	03/02/2012 03/02/2017	Ordinary Shares 6,913
Employee stock option (right to buy)	\$ 13.34	09/19/2014		A ⁽¹⁾	100,000	⁽³⁾ 03/04/2024	Ordinary Shares 100,000
Employee stock option (right to buy)	\$ 13.34	09/19/2014		A ⁽¹⁾	140,000	⁽⁵⁾ 03/04/2024	Ordinary Shares 140,000
Restricted stock units	⁽⁶⁾	09/19/2014		A ⁽¹⁾	124,100	⁽⁷⁾ ⁽⁶⁾	Ordinary Shares 124,100

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Carey Robert
C/O HORIZON PHARMA PLC
ADELAIDE CHAMBERS, PETER STREET
DUBLIN, L2 8

EVP & Chief Business Officer

Signatures

/s/ Paul W. Hoelscher,
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).

(1)

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Acquisition in connection with the merger (the "Merger") contemplated by the Transaction Agreement and Plan of Merger among Horizon Pharma, Inc., Vidara Therapeutics Holdings LLC, the Issuer (formerly known as Vidara Therapeutics International Ltd.), Hamilton Holdings (USA), Inc. and Hamilton Merger Sub, Inc. Pursuant to the Merger, the outstanding securities of Horizon Pharma, Inc. are being canceled and automatically converted into securities of the Issuer. The Reporting Person's disposition of securities of Horizon Pharma, Inc. in the Merger will be reported on a separate Form 4.

- (2) In connection with the Merger, the warrant originally issued by Horizon Pharma, Inc. has been assumed and converted into a warrant to acquire the same number of ordinary shares of the Issuer 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 originally granted by Horizon Pharma, Inc. has been converted into an option to purchase the same number of ordinary shares of the Issuer 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 the Issuer.
- (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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