

Horizon Pharma plc
Form S-8
May 11, 2018

As filed with the Securities and Exchange Commission on May 11, 2018

Registration No. 333-

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

HORIZON PHARMA PUBLIC LIMITED COMPANY
(Exact name of registrant as specified in its charter)

Ireland
(State or other jurisdiction of
incorporation or organization)

Connaught House, 1st Floor

Not Applicable
(I.R.S. Employer
Identification No.)

Not Applicable

1 Burlington Road, Dublin 4, D04 C5Y6, Ireland

011-353-1-772-2100

**(Address and Telephone Number of Principal
Executive Offices)**

(Zip Code)

Horizon Pharma Public Limited Company 2014 Equity Incentive Plan

(Full title of the plan)

Timothy P. Walbert

Chairman, President and Chief Executive Officer

Horizon Pharma plc

c/o Horizon Pharma, Inc.

150 South Saunders Road

Lake Forest, Illinois 60045

(224) 383-3000

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Copies to:

Lynda Kay Chandler, Esq.

Sean M. Clayton, Esq.

Cooley LLP

4401 Eastgate Mall

San Diego, California 92121

(858) 550-6000

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated filer

Accelerated filer

Non-accelerated filer (Do not check if a smaller reporting company)

Smaller reporting company

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of securities to be registered	Amount to be registered (1)(2)	Proposed maximum offering price per share (3)	Proposed maximum aggregate offering price (3)	Amount of registration fee (4)
Horizon Pharma Public Limited Company 2014 Equity Incentive Plan				
Ordinary Shares, nominal value \$0.0001 per share	10,800,000 shares	\$13.96	\$150,768,000.00	\$18,770.62

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the *Securities Act*), this Registration Statement on Form S-8 shall also cover any additional ordinary shares of the Registrant (the *Ordinary Shares*) that become issuable under the Horizon Pharma Public Limited Company 2014 Equity Incentive Plan, as amended (the *2014 Plan*), by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration that increases the number of outstanding Ordinary Shares.
- (2) Consists of 10,800,000 additional Ordinary Shares available for issuance under the 2014 Plan. Ordinary Shares issuable under the 2014 Plan were previously registered on Registration Statements on Form S-8 filed by the Registrant with the Securities and Exchange Commission on September 22, 2014 (File No. 333-198865), May 7, 2015 (File No. 333-203933), May 4, 2016 (File No. 333-211118), September 1, 2017 (File No. 333-220316) and January 11, 2018 (File No. 333-222516).
- (3) This estimate is made pursuant to Rule 457(c) and Rule 457(h)(1) of the Securities Act solely for purposes of calculating the registration fee. The price per share and aggregate offering price are based upon the average of the high and low prices of the Ordinary Shares on May 10, 2018, as reported on The Nasdaq Global Select Market.
- (4) On September 8, 2015, the Registrant filed a Registration Statement on Form S-4 (File No. 333-206798), as amended (the *S-4 Registration Statement*), and paid a registration fee of \$263,533.95. The S-4 Registration Statement was withdrawn by filing a Form RW on December 2, 2015. In accordance with Rule 457(p) under the Securities Act, the Registrant is offsetting the filing fees for this Registration Statement on Form S-8 against the fees previously paid in connection with the S-4 Registration Statement. Accordingly, no additional registration fee is being paid in connection with the filing of this Registration Statement on Form S-8.

REGISTRATION OF ADDITIONAL SECURITIES

Horizon Pharma Public Limited Company (the *Registrant*) has prepared this Registration Statement on Form S-8 (this *S-8 Registration Statement*) in accordance with the requirements of Form S-8 under the Securities Act of 1933, as amended, to register 10,800,000 additional ordinary shares of the Registrant (the *Ordinary Shares*) issuable under the Horizon Pharma Public Limited Company 2014 Equity Incentive Plan, as amended (the *2014 Plan*), pursuant to an increase in the number of Ordinary Shares reserved for issuance under the 2014 Plan.

INCORPORATION BY REFERENCE OF CONTENTS OF REGISTRATION STATEMENTS ON FORM S-8

This S-8 Registration Statement is being filed for the purpose of increasing the number of securities of the same class as other securities for which a Registration Statement of the Registrant on Form S-8 relating to the same benefit plan is effective.

The Registrant's Registration Statements on Form S-8 previously filed with the Securities and Exchange Commission on September 22, 2014 (File No. 333-198865), May 7, 2015 (File No. 333-203933), May 4, 2016 (File No. 333-211118), September 1, 2017 (File No. 333-220316) and January 11, 2018 (File No. 333-222516) are incorporated by reference in this S-8 Registration Statement pursuant to General Instruction E to Form S-8.

ITEM 8. EXHIBITS.

Exhibit

Number	Description
3.1 ⁽¹⁾	<u>Memorandum and Articles of Association of Horizon Pharma Public Limited Company, as amended.</u>
4.1	<u>Reference is made to Exhibit 3.1.</u>
5.1	<u>Opinion of Matheson.</u>
23.1	<u>Consent of Matheson. Reference is made to Exhibit 5.1.</u>
23.2	<u>Consent of PricewaterhouseCoopers LLP, independent registered public accounting firm.</u>
24.1	<u>Power of Attorney. Reference is made to the signature page hereto.</u>
99.1 ⁽²⁾	<u>Horizon Pharma Public Limited Company 2014 Equity Incentive Plan, as amended, 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 thereunder.</u>

(1) Incorporated by reference to the Registrant's Current Report on Form 8-K, filed on May 4, 2017.

(2) Incorporated by reference to the Registrant's Current Report on Form 8-K, filed on May 7, 2018.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in Dublin, Ireland, on May 11, 2018.

HORIZON PHARMA PUBLIC LIMITED COMPANY

By: /s/ Timothy P. Walbert
 Timothy P. Walbert
 Chairman, President and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL PERSONS BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Timothy P. Walbert and Paul W. Hoelscher, and each of them, as his or her true and lawful attorney-in-fact and agent, each with the full power of substitution, for him or her and in his or her name, place or stead, in any and all capacities, to sign any and all amendments to this Registration Statement (including post-effective amendments), and to file the same, with all exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or either of them, or their or his substitutes or substitute, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, as amended, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ Timothy P. Walbert Timothy P. Walbert	Chairman, President and Chief Executive Officer <i>(Principal Executive Officer)</i>	May 11, 2018
/s/ Paul W. Hoelscher Paul W. Hoelscher	Executive Vice President and Chief Financial Officer <i>(Principal Financial Officer)</i>	May 11, 2018
/s/ Miles W. McHugh Miles W. McHugh	Senior Vice President and Chief Accounting Officer <i>(Principal Accounting Officer)</i>	May 11, 2018
/s/ William F. Daniel William F. Daniel	Director	May 11, 2018
/s/ Michael Grey	Director	May 11, 2018

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Michael Grey

/s/ Jeff Himawan, Ph.D.
Jeff Himawan, Ph.D.

Director

May 11, 2018

/s/ Ronald Pauli
Ronald Pauli

Director

May 11, 2018

/s/ Gino Santini
Gino Santini

Director

May 11, 2018

/s/ James Shannon, M.D.
James Shannon, M.D.

Director

May 11, 2018

/s/ H. Thomas Watkins
H. Thomas Watkins

Director

May 11, 2018

/s/ Pascale Witz
Pascale Witz

Director

May 11, 2018