

Horizon Pharma plc
Form 4
July 17, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
SHERMAN JEFFREY W

2. Issuer Name and Ticker or Trading Symbol
Horizon Pharma plc [HZNP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O HORIZON PHARMA
PLC, CONNAUGHT HOUSE, 1ST
FL, 1 BURLINGTON RD

3. Date of Earliest Transaction
(Month/Day/Year)
07/15/2015

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP and Chief Medical Officer

(Street)
DUBLIN, L2 4

4. If Amendment, Date Original Filed(Month/Day/Year)

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 Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount or Price | | |
| Ordinary Shares | 07/15/2015 | | M | | 24,437 A \$ 2.4 | 137,319 ⁽¹⁾ | D |
| Ordinary Shares | 07/15/2015 | | S ⁽²⁾ | | 24,437 D \$ 35.55 ⁽³⁾ | 112,882 | D |
| Ordinary Shares | 07/15/2015 | | M | | 2,450 A \$ 4.96 | 115,332 | D |
| Ordinary Shares | 07/15/2015 | | S ⁽²⁾ | | 2,450 D \$ 35.55 ⁽³⁾ | 112,882 | D |

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

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SEC 1474
(9-02)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 2.4 | 07/15/2015 | | M | 24,437 | ⁽⁴⁾ 01/01/2023 | Ordinary Shares | 24,437 |
| Stock Option (Right to Buy) | \$ 4.96 | 07/15/2015 | | M | 2,450 | ⁽⁴⁾ 12/07/2021 | Ordinary Shares | 2,450 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SHERMAN JEFFREY W C/O HORIZON PHARMA PLC CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON RD DUBLIN, L2 4 | | | EVP and Chief Medical Officer | |

Signatures

/s/ Paul W. Hoelscher, 07/17/2015
Attorney-in-Fact

__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).

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- (1) Includes 10,549 ordinary shares of the Issuer acquired by the reporting person on June 1, 2015 pursuant to an employee stock purchase program.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule10b5-1 trading plan adopted by the reporting person on May 13, 2015.
The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.09 to \$35.92 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (3)
- (4) The stock option vests in 48 equal monthly installments following the date of grant.

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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