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| Horizon Ph Form 4 | - | | | | | | | |
|--|--|--|--|---|--|---|---|--|
| September | | | | | | | APPROVAL | |
| FORM | VI 4 UNITED | STATES SECU | RITIES AND I | EXCHANGI | E COMMISSION | | | |
| | | | ashington, D.C. | | | Number: | 3235-0287 | |
| Check t if no los subject Section Form 4 Form 5 | to SIATEN 16. or | | T OF CHANGES IN BENEFICIAL C SECURITIES | | | Expires: Estimated burden hou response | urs per | |
| may co | Form 5 obligations may continue. See Instruction 1(b). 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 | e Responses) | | | | | | | |
| | Address of Reporting CHAEL G | Symbol | er Name and Ticke on Pharma plc [H | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Last) | (First) (| | · - | - | (Chec | k all applicabl | le) | |
| | IZON PHARMA ELAIDE CHAMBI | (Month 09/19/ | of Earliest Transact Day/Year) 2014 | ion | X_ Director Officer (give below) | | % Owner her (specify | |
| | (Street) | 4. If An | 4. If Amendment, Date Original | | 6. Individual or Joint/Group Filing(Check | | | |
| | | Filed(M | onth/Day/Year) | | Applicable Line) _X_ Form filed by (| | | |
| DUBLIN, | L2 8 | | | | Form filed by M Person | Aore than One R | Reporting | |
| (City) | (State) | (Zip) Ta | ble I - Non-Derivat | tive Securities A | Acquired, Disposed of | f, or Beneficia | ally Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any | 3. 4. Sec TransactionAcqui | urities red (A) or sed of (D) 3, 4 and 5) (A) or | 5. Amount of Securities H Beneficially (Owned (Following (Reported Transaction(s) (Instr. 3 and 4) | 5. Ownership Form: Direct D) or Indirect I) Instr. 4) | 7. Nature of Indirect | |
| Reminder: Re | eport on a separate line | e for each class of se | curities beneficially | owned directly | or indirectly. | | | |
| | - - | | Pe inf rec dis | rsons who re ormation con quired to resp | spond to the collec tained in this form ond unless the for ently valid OMB con | are not m | SEC 1474 (9-02) | |
| | Tab | | curities Acquired, ls, warrants, optio | | Beneficially Owned securities) | | | |
| | | saction Date 3A. De /Day/Year) Execut | | 5. Numbe sactiorDerivative | | | 7. Title and Amount of Underlying Securities | |

Underlying Securities D

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| Security (Instr. 3) | or Exercise Price of Derivative Security | | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5) | (Month/Day f | /Year) | (Instr. 3 and | 4) |
|--------------------------------------|---|------------|-------------------------|--------------------|---|-----------------------|--------------------|--------------------|-------------------------------------|
| | | | | Code V | (A) (D |) Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 3.95 | 09/19/2014 | | A <u>(1)</u> | 5,265 | (2) | 06/07/2022 | Ordinary Shares | 5,265 |
| Stock Option (Right to Buy) | \$ 2.37 | 09/19/2014 | | A <u>(1)</u> | 20,000 | (2) | 05/30/2023 | Ordinary Shares | 20,000 |
| Stock Option (Right to Buy) | \$ 15.96 | 09/19/2014 | | A <u>(1)</u> | 20,000 | <u>(4)</u> | 06/26/2024 | Ordinary Shares | 20,000 |
| Stock Option (Right to Buy) | \$ 7.48 | 09/19/2014 | | A <u>(1)</u> | 10,530 | (5) | 09/28/2014 | Ordinary Shares | 10,530 |

Reporting Owners

| Reporting Owner Name / Address | | Relationships | | | | | |
|---|------------|---------------|---------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| GREY MICHAEL G C/O HORIZON PHARMA PLC ADELAIDE CHAMBERS, PETER STREET DUBLIN, L2 8 | Х | | | | | | |
| Signatures | | | | | | | |
| /s/ Paul W. Hoelscher, Attorney-in-Fact | 09/22/2014 | 4 | | | | | |

**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) 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

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Horizon Pharma, Inc. in the Merger will be reported on a separate Form 4.

- (2) The stock option vested in 12 equal monthly installments following the grant date, and is fully vested and exercisable.
- (3) 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.
- (4) The stock option vests in 12 equal monthly installments following the grant date of $\frac{6}{27}$ 2014.
- (5) The stock option vests in 36 equal monthly installments following the grant date of 9/29/2011.

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.