Horizon Pharma plc Form 4 September 22, 2014

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Walbert Timothy P

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

Chairman, President and CEO

Issuer

(Last)

(City)

(First)

(Middle)

(Zip)

3. Date of Earliest Transaction

Horizon Pharma plc [HZNP]

_X__ Director X_ Officer (give title below)

10% Owner Other (specify

C/O HORIZON PHARMA, INC., 520 LAKE COOK ROAD, **SUITE 520**

(Street)

(State)

4. If Amendment, Date Original

(Month/Day/Year)

09/19/2014

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

X 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

DEERFIELD, IL 60015

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially (D) or Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(A) or

Transaction(s) (Instr. 3 and 4)

Code V Price (D) Amount

Common Stock

09/19/2014

 $D^{(1)}$ 164,060

0 D (1)

D

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

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

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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. Transactio Code (Instr. 8)	5. Number of or 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
Stock Option (Right to Buy)	\$ 10.43	09/19/2014		D <u>(1)</u>	121,701	(2)	07/15/2018	Common Stock	121,70
Stock Option (Right to Buy)	\$ 5.2	09/19/2014		D <u>(1)</u>	128,937	<u>(2)</u>	02/02/2020	Common Stock	128,93
Stock Option (Right to Buy)	\$ 12.94	09/19/2014		D <u>(1)</u>	112,787	<u>(2)</u>	06/15/2020	Common Stock	112,78
Stock Option (Right to Buy)	\$ 4.96	09/19/2014		D <u>(1)</u>	216,955	<u>(4)</u>	12/07/2021	Common Stock	216,95
Restricted Stock Units	<u>(5)</u>	09/19/2014		D <u>(1)</u>	66,421	<u>(6)</u>	<u>(5)</u>	Common Stock	66,421
Stock Option (Right to Buy)	\$ 2.4	09/19/2014		D <u>(1)</u>	147,000	<u>(4)</u>	01/01/2023	Common Stock	147,00
Restricted Stock Units	(5)	09/19/2014		D <u>(1)</u>	96,525	<u>(6)</u>	(5)	Common Stock	96,525
Stock Option (Right to Buy)	\$ 7.61	09/19/2014		D <u>(1)</u>	223,000	<u>(4)</u>	01/01/2024	Common Stock	223,00
Restricted Stock Units	<u>(5)</u>	09/19/2014		D <u>(1)</u>	198,000	<u>(6)</u>	<u>(5)</u>	Common Stock	198,00

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Walbert Timothy P

C/O HORIZON PHARMA, INC. 520 LAKE COOK ROAD, SUITE 520

X

Chairman, President and CEO

Signatures

/s/ Robert J. De Vaere, Attorney-in-Fact

DEERFIELD, IL 60015

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).
 - Disposition in connection with the merger (the "Merger") contemplated by the Transaction Agreement and Plan of Merger among Horizon Pharma, Inc. (the "Issuer"), Vidara Therapeutics Holdings LLC, Horizon Pharma plc (formerly known as Vidara Therapeutics
- (1) International Ltd.), Hamilton Holdings (USA), Inc. and Hamilton Merger Sub, Inc. Pursuant to the Merger, the outstanding securities of the Issuer are being canceled and automatically converted into securities of Horizon Pharma plc. The Reporting Person's acquisition of securities of Horizon Pharma plc in the Merger will be reported on a separate Form 4.
- (2) The stock option is fully vested and exercisable. 25% of the shares subject to the option vested on the first anniversary of the grant date, and the remaining shares vested in 36 equal monthly installments thereafter.
- (3) In connection with the Merger, the stock option has been assumed and converted into options to purchase the same number of ordinary shares of Horizon Pharma plc at the same exercise price and on substantially the same terms.
- (4) The stock option vests in 48 equal monthly installments following the date of grant.
- (5) 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 Horizon Pharma plc.
- (6) 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. 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.

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