

GREY MICHAEL G  
Form 4  
May 07, 2018

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
**GREY MICHAEL G**  
  
(Last) (First) (Middle)  
  
**C/O HORIZON PHARMA  
PLC, CONNAUGHT HOUSE, 1ST  
FL, 1 BURLINGTON RD**

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
**05/03/2018**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)

(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

(City) (State) (Zip)

**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)			
				(A) or (D)	Price					
				Code	V	Amount				
Ordinary Shares	05/03/2018		M	14,054	A	Ⓣ	39,502	I	By Trust	
Ordinary Shares	05/03/2018		F	3,790	D	\$	13.87	35,712	I	By Trust

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 Security (Instr. 3 and 4)	8. Amount or Number of Shares
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Am or Num of S
Restricted Stock Units	(1)	05/03/2018		M	14,054	(2) (2)	Ordinary shares	14
Stock Option (Right to Buy)	\$ 13.87	05/03/2018		A	32,161	(3) 05/02/2028	Ordinary shares	32
Restricted Stock Units	(1)	05/03/2018		A	15,320	05/03/2019 (1)	Ordinary shares	15

## Reporting Owners

**Reporting Owner Name / Address**

**Relationships**

Director 10% Owner Officer Other

GREY MICHAEL G  
C/O HORIZON PHARMA PLC  
CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON RD  
DUBLIN, L2 4

X

## Signatures

/s/ Miles W. McHugh,  
Attorney-in-Fact

05/07/2018

\_\_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) Each restricted stock unit represents a contingent right to receive one ordinary share of the Issuer.

(2) On May 3, 2017, the reporting person was granted 14,054 restricted stock units, vesting in full on the first anniversary of the grant date.

(3) The option vests in 12 equal monthly installments from 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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