

Horizon Pharma plc
Form 4
March 02, 2017

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Carey Robert

(Last) (First) (Middle)

C/O HORIZON PHARMA
PLC, CONNAUGHT HOUSE, 1ST
FL, 1 BURLINGTON RD

(Street)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/28/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP, Chief Business Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

DUBLIN, L2 4

(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)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	02/28/2017		X		6,913	A	\$ 4.308	127,216 ⁽¹⁾	I	By Robert F. Carey III Trust dated 4/24/2001
Ordinary Shares	02/28/2017		S ⁽²⁾		1,808	D	\$ 16.48	125,408	I	By Robert F. Carey III Trust dated 4/24/2001
Ordinary Shares	03/01/2017		S		30,000	D	\$ 16	95,408	I	By Robert F. Carey III Trust dated

4/24/2001

Ordinary
Shares600 ⁽³⁾

D

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

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(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
Warrant to Purchase Ordinary Shares (Right to Buy)	\$ 4.308	02/28/2017		X	6,913	03/02/2012 03/02/2017	Ordinary Shares	6,913

Reporting Owners

Reporting Owner Name / Address	Relationships
Carey Robert C/O HORIZON PHARMA PLC CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON RD DUBLIN, L2 4	Director 10% Owner Officer Other EVP, Chief Business Officer

Signatures

/s/ Paul W. Hoelscher,
Attorney-in-Fact

03/02/2017

**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) Includes 38,242 shares which were transferred from the Reporting Person to the Trust on January 11, 2017.

Exercise of a warrant to purchase 6,913 ordinary shares of the Issuer for \$4.308 per share. The reporting person paid the exercise price on a cashless basis, resulting in the Issuer's withholding of 1,808 of the warrant shares to pay the exercise price and issuing to the reporting person the remaining 5,105 shares. The warrant was scheduled to expire on March 2, 2017.

On June 1, 2016, 1,173 ordinary shares of the Issuer were acquired by the reporting person pursuant to an employee stock purchase program. The number of Issuer shares previously reported as beneficially owned by the reporting person was incorrectly over reported on a prior Form 4 by 573 shares of the Issuer's common stock, and has been corrected with this filing.

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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