

Horizon Pharma plc  
Form 8-K  
April 21, 2017

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**

**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): April 21, 2017**

**Horizon Pharma Public Limited Company**

**(Exact name of registrant as specified in its charter)**

**Ireland**  
**(State or other jurisdiction**

**001-35238**  
**(Commission**

**Not Applicable**  
**(IRS Employer**

**of incorporation)**

**File No.)**

**Identification No.)**

**Connaught House, 1st Floor, 1 Burlington Road, Dublin 4, D04 C5Y6, Ireland**

(Address of principal executive offices)

Registrant's telephone number, including area code: 011-353-1-772-2100

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 or Rule 12b-2 of the Securities Exchange Act of 1934.

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01. Other Events.**

On April 21, 2017, we and David Happel, our Executive Vice President, Global Orphan Business Unit, entered into an amended and restated transition services letter agreement, which supersedes and replaces in its entirety Mr. Happel's transition services letter agreement dated October 13, 2016. Among other things, the new transition services agreement eliminates Mr. Happel's right to receive any excise tax gross-up in connection with Section 280G parachute payments and provides that prior to May 16, 2017, Mr. Happel will receive 30 days advance notice from us of any termination of his employment without cause. As a result of the new transition services agreement, we do not have any obligations to pay excise tax gross-up payments to Mr. Happel.

The above description is qualified by reference to the copy of the of the amended and restated transition services letter agreement attached as Exhibit 99.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
99.1	Transition services letter agreement, dated April 21, 2017, between Horizon Pharma plc and David Happel.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**HORIZON PHARMA PUBLIC LIMITED  
COMPANY**

Date: April 21, 2017

By: /s/ Paul W. Hoelscher  
Paul W. Hoelscher  
Executive Vice President and Chief Financial  
Officer

INDEX TO EXHIBITS

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