

Horizon Pharma plc
Form 4
September 22, 2014

FORM 4

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

OMB APPROVAL

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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 *
DE VAERE ROBERT J

(Last) (First) (Middle)

**C/O HORIZON PHARMA
PLC, ADELAIDE CHAMBERS,
PETER STREET**

(Street)

DUBLIN, L2 8

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/19/2014

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
EVP & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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

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 Ownership (Instr. 4)
				(A) or (D)	Amount or Price		
Ordinary Shares	09/19/2014		A ⁽¹⁾	94,290	A <u>1</u> 94,290	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. 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 10.43	09/19/2014		A ⁽¹⁾		46,335		⁽²⁾	10/05/2018	Ordinary Shares	46,335
Stock Option (Right to Buy)	\$ 5.2	09/19/2014		A ⁽¹⁾		47,654		⁽²⁾	02/02/2020	Ordinary Shares	47,654
Stock Option (Right to Buy)	\$ 12.94	09/19/2014		A ⁽¹⁾		42,295		⁽²⁾	06/05/2020	Ordinary Shares	42,295
Stock Option (Right to Buy)	\$ 4.96	09/19/2014		A ⁽¹⁾		53,621		⁽⁴⁾	12/07/2021	Ordinary Shares	53,621
Restricted Stock Units	⁽⁵⁾	09/19/2014		A ⁽¹⁾		16,416		⁽⁶⁾	⁽⁵⁾	Ordinary Shares	16,416
Stock Option (Right to Buy)	\$ 2.4	09/19/2014		A ⁽¹⁾		51,000		⁽⁴⁾	01/01/2023	Ordinary Shares	51,000
Restricted Stock Units	⁽⁵⁾	09/19/2014		A ⁽¹⁾		33,750		⁽⁶⁾	⁽⁵⁾	Ordinary Shares	33,750
Stock Option (Right to Buy)	\$ 7.61	09/19/2014		A ⁽¹⁾		70,000		⁽⁷⁾	01/01/2024	Ordinary Shares	70,000
Restricted Stock Units	⁽⁵⁾	09/19/2014		A ⁽¹⁾		62,000		⁽⁶⁾	⁽⁵⁾	Ordinary Shares	62,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DE VAERE ROBERT J C/O HORIZON PHARMA PLC ADELAIDE CHAMBERS, PETER STREET DUBLIN, L2 8			EVP & CFO	

Signatures

/s/ Paul W. Hoelscher, 09/22/2014
 Attorney-in-Fact

**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 Horizon Pharma, Inc. 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 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 48 equal monthly installments following the grant date of 1/2/2013. The option will become fully vested and immediately exercisable on the Separation Date as defined in that certain Executive Employment and Transition Agreement dated June 17, 2014.
 - (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 the Issuer.
 - (6) The restricted stock units vest in four equal annual installments. The units will become fully vested on the Separation Date as defined in that certain Executive Employment and Transition Agreement dated June 17, 2014.
 - (7) The stock option vests in 48 equal monthly installments following the grant date of 1/2/2014. The option will become fully vested and immediately exercisable on the Separation Date as defined in that certain Executive Employment and Transition Agreement dated June 17, 2014.

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.