

Horizon Pharma plc
Form 4
September 23, 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 *
SANTINI GINO

(Last) (First) (Middle)

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

(Street)

DEERFIELD, IL 60015

(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)

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) | Code | V | Amount | (D) | Price |

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

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SEC 1474
(9-02)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities | 8. |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|----|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|----|

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| Security (Instr. 3) | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) | (Instr. 3 and 4) | | |
|-----------------------------|--|----------------------|------------------|---|------------------|---------------------------|--------------|----------------------------|
| | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option (Right to Buy) | \$ 3.33 | 09/19/2014 | D ⁽¹⁾ | | 10,530 | ⁽²⁾ 03/05/2022 | Common Stock | 10,530 |
| Stock Option (Right to Buy) | \$ 3.95 | 09/19/2014 | D ⁽¹⁾ | | 5,265 | ⁽⁴⁾ 06/07/2022 | Common Stock | 5,265 |
| Stock Option (Right to Buy) | \$ 2.37 | 09/19/2014 | D ⁽¹⁾ | | 20,000 | ⁽⁴⁾ 05/30/2023 | Common Stock | 20,000 |
| Stock Option (Right to Buy) | \$ 15.96 | 09/19/2014 | D ⁽¹⁾ | | 20,000 | ⁽⁵⁾ 06/26/2024 | Common Stock | 20,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SANTINI GINO C/O HORIZON PHARMA, INC. 520 EAST COOK ROAD, SUITE 520 DEERFIELD, IL 60015 | X | | | |

Signatures

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

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).
- (1) 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 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

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securities of Horizon Pharma plc in the Merger will be reported on a separate Form 4.

- (2) The stock option vests in 36 equal monthly installments following the grant date of 3/6/2012.
- (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 vested in 12 equal monthly installments following the grant date, and is fully vested and exercisable.
- (5) The stock option vests in 12 equal monthly installments following the grant date of 6/27/2014.

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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