

Horizon Pharma plc  
Form 3  
May 08, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *                         |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol                         |  |
| Â Beeler Brian K  |         | (Month/Day/Year)                     | Horizon Pharma plc [HZNP]  |  |
| (Last)  | (First) | (Middle)                             | 05/06/2015   |  |
| C/O HORIZON PHARMA PLC,Â CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON RD |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                           | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
| (Street)  |         |                                      | (Check all applicable)   |  |
| DUBLIN,Â L2Â 4  |         |                                      | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner       | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)  | (State) | (Zip)                                | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |         |                                      | (give title below) (specify below)   | <input type="checkbox"/> Form filed by More than One Reporting Person  |
|   |         |                                      | EVP, General Counsel   |  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4) | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form:<br>Direct (D)<br>or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|------------------------------------|--|---|--|
| Ordinary Shares                    | 15,243   | D   | Â  |

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and Expiration Date<br>(Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security<br>(Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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|                               | Date Exercisable | Expiration Date | Title           | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|-------------------------------|------------------|-----------------|-----------------|----------------------------|----------|---------------------------------------|---|
| Stock Option (Right to Buy)   | Â (1)            | 01/01/2023      | Ordinary Shares | 48,000                     | \$ 2.04  | D                                     | Â |
| Stock Option (Right to Buy)   | Â (2)            | 01/01/2024      | Ordinary Shares | 14,000                     | \$ 7.61  | D                                     | Â |
| Stock Option (Right to Buy)   | Â (3)            | 03/22/2025      | Ordinary Shares | 80,000                     | \$ 22.14 | D                                     | Â |
| Restricted Stock Units        | Â (4)            | Â (4)           | Ordinary Shares | 16,000                     | \$ (4)   | D                                     | Â |
| Restricted Stock Units        | Â (5)            | Â (5)           | Ordinary Shares | 9,600                      | \$ (5)   | D                                     | Â |
| Restricted Stock Units        | Â (6)            | Â (6)           | Ordinary Shares | 38,000                     | \$ (6)   | D                                     | Â |
| Performance Share Units (PSU) | Â (7)            | Â (7)           | Ordinary Shares | 33,000                     | \$ (7)   | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                        |       |
|---|---------------|-----------|------------------------|-------|
|   | Director      | 10% Owner | Officer                | Other |
| Beeler Brian K<br>C/O HORIZON PHARMA PLC<br>CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON RD<br>DUBLIN, Â L2Â 4 | Â             | Â         | Â EVP, General Counsel | Â     |

## Signatures

/s/ Paul W. Hoelscher, 05/08/2015  
Attorney-in-Fact

\_\_Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) 25% of the shares subject to the option vest and become exercisable on the first anniversary of the date of grant (1/2/2013), and the remaining shares vest in 36 equal monthly installments thereafter.
  - (2) 25% of the shares subject to the option vest and become exercisable on the first anniversary of the date of grant (1/2/2014), and the remaining shares vest in 36 equal monthly installments thereafter.
  - (3) 25% of the shares subject to the option vest and become exercisable on the first anniversary of the date of grant (3/23/2015), and the remaining shares vest in 36 equal monthly installments thereafter.
  - (4) Each restricted stock unit represents a contingent right to receive one ordinary share of the Issuer. The restricted stock units vest 25% annually on each anniversary of the date of grant (1/2/2013).
  - (5)

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Each restricted stock unit represents a contingent right to receive one ordinary share of the Issuer. The restricted stock units vest 25% annually on each anniversary of the date of grant (1/2/2014).

- (6) Each restricted stock unit represents a contingent right to receive one ordinary share of the Issuer. The restricted stock units vest 25% annually on each anniversary of the date of grant (3/23/2015).

Each PSU represents a contingent right to receive ordinary shares of the Issuer, based on the Issuer's level of total shareholder return, as measured from March 23, 2015 through December 22, 2017, March 22, 2018 and June 22, 2018 or based on the level of total shareholder

- (7) return through any earlier change in control. For such purposes, total shareholder return means the percentage change in the price of the Issuer's ordinary shares on a compounded annual basis, plus the value of reinvested dividends. The number of shares issued may range from zero (0) shares to the maximum number of shares reported in column 3 of this report.

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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