

Horizon Pharma plc
Form 4
September 22, 2014

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 *
MOZE BARRY

(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, Corporate Dev't.

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)			
			Code	V	Amount		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
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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)	\$ 12.94	09/19/2014	A ⁽¹⁾		2,106		⁽²⁾	06/15/2020	Orginary Shares	2,106
Stock Option (Right to Buy)	\$ 14.48	09/19/2014	A ⁽¹⁾		72,300		⁽⁴⁾	06/05/2024	Ordinary Shares	72,300
Stock Option (Right to Buy)	\$ 8.5	09/19/2014	A ⁽¹⁾		10,000		⁽⁵⁾	06/26/2024	Ordinary Shares	10,000
Stock Option (Right to Buy)	\$ 11.81	09/19/2014	A ⁽¹⁾		17,700		⁽⁶⁾	09/11/2024	Ordinary Shares	17,700
Restricted Stock Units	⁽⁷⁾	09/19/2014	A ⁽¹⁾		64,300		⁽⁸⁾	⁽⁷⁾	Ordinary Shares	64,300
Restricted Stock Units	⁽⁷⁾	09/19/2014	A ⁽¹⁾		15,700		⁽⁸⁾	⁽⁷⁾	Ordinary Shares	15,700

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOZE BARRY C/O HORIZON PHARMA PLC ADELAIDE CHAMBERS, PETER STREET DUBLIN, L2 8			EVP, Corporate Dev't.	

Signatures

/s/ Paul W. Hoelscher,
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).

- 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.
- (1)
 - (2) The stock option vested in 12 equal monthly installments following the vesting commencement date of 6/6/10, and is fully vested and exercisable.
 - (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) 25% of the shares subject to the stock option vest on 5/19/2015, and the remaining shares vest in 36 equal monthly installments thereafter.
 - (5) The stock option vests in 48 equal monthly installments following the vesting commencement date of 1/10/14.
 - (6) 25% of the shares subject to the stock option vest on 9/12/2015, and the remaining shares vest in 36 equal monthly installments thereafter.
 - (7) 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.
 - (8) The restricted stock units vest in four equal annual installments.

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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