Horizon Pharma plc Form 4 May 08, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person * SHERMAN JEFFREY W

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

(Check all applicable)

EVP and Chief Medical Officer

Issuer

Horizon Pharma plc [HZNP] (First) (Middle) (Last)

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

05/06/2015

Director 10% Owner Other (specify X_ Officer (give title below)

C/O HORIZON PHARMA PLC, CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON RD

(Street)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

DUBLIN, L24

(City) (State) (Zip) 2. Transaction Date 2A. Deemed Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

Reported (A) Transaction(s) or (Instr. 3 and 4)

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

1. Title of Derivative

Conversion

3. Transaction Date 3A. Deemed

5. Number of (Month/Day/Year) Execution Date, if TransactionDerivative

6. Date Exercisable and **Expiration Date**

7. Title and Amount of **Underlying Securities**

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)			Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				(msu. 3 and	*)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Performance Share Units (PSU)	<u>(1)</u>	05/06/2015(2)		A		558,000		<u>(1)</u>	<u>(1)</u>	Ordinary Shares	558,000

Reporting Owners

Reporting Owner Name / Address Relationships

irector 10% Owner Officer Other

SHERMAN JEFFREY W C/O HORIZON PHARMA PLC CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON RD

EVP and Chief Medical Officer

DUBLIN, L24

Signatures

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

**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).

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

- (1) 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 columns 7 and 9 of this report.
- The PSU's were approved by the Issuer's Compensation Committee on March 23, 2015, subject to shareholder approval of certain (2) amendments to the Issuer's 2014 Equity Incentive Plan (the "Plan") under which the PSU's were granted. The Issuer's shareholders approved the amendments to the Plan on May 6, 2015.

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.

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