Horizon Pharma plc Form 4 July 17, 2015

FORM 4

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

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 4 or Form 5 obligations may continue. See Instruction

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(b).

(Last)

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

2. Issuer Name and Ticker or Trading Symbol

Horizon Pharma plc [HZNP]

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

07/15/2015

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

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

(Street)

(First)

(Middle)

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

EVP and Chief Medical Officer

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

DUBLIN, L24

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqu	nired, Disposed of	f, or Beneficial	ly 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. Securit on(A) or Di (Instr. 3,	sposed 4 and :	of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
0.11			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Ordinary Shares	07/15/2015		M	24,437	A	\$ 2.4	137,319 (1)	D	
Ordinary Shares	07/15/2015		S(2)	24,437	D	\$ 35.55 (3)	112,882	D	
Ordinary Shares	07/15/2015		M	2,450	A	\$ 4.96	115,332	D	
Ordinary Shares	07/15/2015		S(2)	2,450	D	\$ 35.55 (3)	112,882	D	

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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 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. Transactic Code (Instr. 8)	TransactionDerivative Code Securities		cisable and Pate (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)	\$ 2.4	07/15/2015		M	24,437	<u>(4)</u>	01/01/2023	Ordinary Shares	24,437	
Stock Option (Right to Buy)	\$ 4.96	07/15/2015		M	2,450	<u>(4)</u>	12/07/2021	Ordinary Shares	2,450	

Reporting Owners

Reporting Owner Name / Address

Director 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
07/17/2015

**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).

Reporting Owners 2

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- (1) Includes 10,549 ordinary shares of the Issuer acquired by the reporting person on June 1, 2015 pursuant to an employee stock purchase program.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule10b5-1 trading plan adopted by the reporting person on May 13, 2015.
 - The reported price in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$35.09 to \$35.92 per share, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of
- the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.
- (4) The stock option vests in 48 equal monthly installments following the date of grant.

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.