

Horizon Pharma plc
Form 3
September 19, 2014

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Nohria Virinder</p> <p>(Last) (First) (Middle)</p> <p>1000 HOLCOMB WOODS PARKWAY, SUITE 270</p> <p>(Street)</p> <p>ROSWELL, Â GA Â 30076</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/19/2014</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Horizon Pharma plc [HZNP]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares, nominal value \$0.0001 per share	0 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u>	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 (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Nohria Virinder 1000 HOLCOMB WOODS PARKWAY, SUITE 270 ROSWELL, GA 30076	X			

Signatures

/s/ Virinder Nohria,
M.D., Ph.D

09/19/2014

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) On September 19, 2014, the Issuer (formerly known as Vidara Therapeutics International Public Limited Company) and Horizon Pharma Inc. ("HPI") consummated the merger contemplated by the transaction agreement and plan of merger that the Issuer entered into with HPI and certain other parties on March 18, 2014, as amended, or the merger agreement. In connection with the merger, the Issuer was re-named Horizon Pharma plc and became the parent company of HPI, with HPI becoming the wholly-owned subsidiary of the Issuer. In the merger, all outstanding shares of HPI's common stock were canceled and converted into the right to receive, on a one-for-one basis, ordinary shares, nominal value \$0.0001 per share of the Issuer.

(2) (Continued from Footnote 1) Immediately after giving effect to the issuance of ordinary shares of the Issuer to the former HPI stockholders in the merger, approximately 106,130,396 of the Issuer's ordinary shares were outstanding, of which approximately 70.5% were held by the former HPI stockholders. The remaining 31,350,000 ordinary shares, or 29.5% of the Issuer's ordinary shares outstanding immediately after giving effect to the merger, were held by the Vidara Therapeutics Holdings LLC, or Vidara Holdings, which was the sole shareholder of the Issuer prior to the merger since January 4, 2012.

(3) (Continued from Footnote 2) Excludes 31,350,000 ordinary shares of Horizon Pharma plc held by Vidara Holdings. Dr. Virinder Nohria, the Reporting Person, is one of the managing members, and a 7.1% equity owner of Vidara Holdings. The other managing members of Vidara Holdings are Mr. Balaji Venkataraman, Mr. Keith Pennell and Mr. Donald DeMuth. Mr. Venkataraman, through trusts and other entities, indirectly beneficially owns 57.6% of the outstanding voting membership interests, and 52.9% of the economic interests, of Vidara Holdings. DFW Capital Partners, of which Mr. Pennell and Mr. DeMuth are affiliates, indirectly beneficially owns 25.4% of the outstanding voting membership interests, and 14.6% of the economic interests of Vidara Holdings.

(4) (Continued from Footnote 3) Dr. Nohria disclaims beneficial ownership of the shares held by Vidara Holdings except to the extent of any pecuniary interest therein. If Vidara Holdings were to distribute all of the ordinary shares of Horizon Pharma plc pro rata to its members, Dr. Nohria will beneficially own 2,214,837 ordinary shares of Horizon Pharma plc (or 2.1% of the total ordinary shares of Horizon Pharma plc outstanding as of September 19, 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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