Horizon Pharma plc Form 4 September 22, 2014

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

**OMB APPROVAL OMB** 

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if no longer subject to Section 16. Form 4 or

Check this box

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

Estimated average burden hours per response...

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Pauli Ronald

2. Issuer Name and Ticker or Trading Symbol

Issuer

Horizon Pharma plc [HZNP]

(Check all applicable)

(First)

C/O HORIZON PHARMA

3. Date of Earliest Transaction

(Month/Day/Year) 09/19/2014

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

5. Relationship of Reporting Person(s) to

PLC. ADELAIDE CHAMBERS. PETER STREET

(State)

(Street) 4. If Amendment, Date Original

(Middle)

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, L28

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3)

(Month/Day/Year)

(Zip)

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

5. Amount of 6. Ownership Securities Form: Direct Beneficially Owned (I) (Instr. 4) Following Reported

7. Nature of Indirect (D) or Indirect Beneficial Ownership (Instr. 4)

(A) or Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 Conversion 3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if TransactionDerivative

5. Number of

6. Date Exercisable and **Expiration Date** 

7. Title and Amount of 8 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)	\$ 3.95	09/19/2014		A <u>(1)</u>	5,265	(2)	06/07/2022	Ordinary Shares	5,265	
Stock Option (Right to Buy)	\$ 2.37	09/19/2014		A <u>(1)</u>	20,000	(2)	05/30/2023	Ordinary Shares	20,000	
Stock Option (Right to Buy)	\$ 15.96	09/19/2014		A <u>(1)</u>	20,000	<u>(4)</u>	06/26/2024	Ordinary Shares	20,000	
Stock Option (Right to Buy)	\$ 7.48	09/19/2014		A(1)	10,530	<u>(5)</u>	09/28/2021	Ordinary Shares	10,530	

# **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Pauli Ronald

C/O HORIZON PHARMA PLC
ADELAIDE CHAMBERS, PETER STREET
DUBLIN, L2 8

# **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).
- (1) 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. The Reporting Person's disposition of securities of

Reporting Owners 2

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Horizon Pharma, Inc. in the Merger will be reported on a separate Form 4.

- (2) The stock option vested in 12 equal monthly installments following the grant date, 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) The stock option vests in 12 equal monthly installments following the grant date of 6/27/2014.
- (5) The stock option vests in 36 equal monthly installments following the grant date of 9/29/2011.

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.