

Horizon Pharma plc
Form 4/A
November 20, 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
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Nohria Virinder

(Last) (First) (Middle)

111 SKYLINE VIEW ROAD

(Street)

FRANKLIN, NC 28734

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol

Horizon Pharma plc [HZNP]

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

11/13/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

11/17/2014

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

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)
Ordinary shares, nominal value \$0.0001 per share	11/13/2014		S(1)(2)	2,000,000	D	11.54 (1) (2)	214,836 D

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

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SEC 1474
(9-02)

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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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Nohria Virinder 111 SKYLINE VIEW ROAD FRANKLIN, NC 28734	X

Signatures

/s/ Virinder
Nohria 11/20/2014

**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) This Form 4/A amends that certain Form 4 filed by the Reporting Person on November 17, 2014. On November 13, 2014, Dr. Nohria agreed to sell 1,739,130 ordinary shares pursuant to that certain Underwriting Agreement, dated as of November 13, 2014 (the "Underwriting Agreement"), among the Issuer, the several selling shareholders (the "Selling Shareholders") named in Schedule I to the Underwriting Agreement and Morgan Stanley & Co. LLC, Citigroup Global Markets Inc., Cowen and Company, LLC and Jefferies LLC, as representatives of the several underwriters (the "Underwriters") named in Schedule II to the Underwriting Agreement. Dr. Nohria also granted the Underwriters the option to purchase an additional 260,870 ordinary shares. On November 18, 2014, the Underwriters exercised their option to purchase the additional ordinary shares. The numbers in the table above have been amended to reflect the exercise by the Underwriters of their option to purchase additional shares.

(2) (continued from footnote 1) The price to the public was \$12.05 per ordinary share and the proceeds to Dr. Nohria was \$11,537,875 per ordinary share. In addition, in connection with the sale of ordinary shares, the Issuer also paid an aggregate of \$2,564,766 to Altiva Capital, LLC, Dr. Nohria and Mohun Patrick Nohria 2013 Gift Trust (the "Reimbursed Shareholders") in connection with the sale of the ordinary shares by such Reimbursed Shareholders pursuant to the Underwriting Agreement, each Reimbursed Shareholder to receive its pro rata amount based on the number of shares to be sold by such Reimbursed Shareholder (or \$0.262125 per share).

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.