

Horizon Pharma plc  
Form 3  
August 07, 2015

# FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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## 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)

1. Name and Address of Reporting  
Person \*

Â HAMPTON GEORGE P

(Last) (First) (Middle)

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

(Street)

DUBLIN,Â L2Â D04 C5Y6

(City) (State) (Zip)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

08/05/2015

3. Issuer Name **and** Ticker or Trading Symbol  
Horizon Pharma plc [HZNP]

4. Relationship of Reporting  
Person(s) to Issuer

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

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner

☒ Officer \_\_\_\_ Other  
(give title below) (specify below)

See remarks

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 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)

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

SEC 1473 (7-02)

**Persons who respond to the collection of  
information contained in this form are not  
required to respond unless the form displays a  
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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)

Date Expiration  
Exercisable Date

3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title Amount or  
Number of

4. Conversion  
or Exercise  
Price of  
Derivative  
Security

5. Ownership  
Form of  
Derivative  
Security:  
Direct (D)

6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (1)	03/31/2025	Ordinary Shares	17,000	\$ 26.01	D	Â
Stock Option (Right to Buy)	Â (1)	04/30/2025	Ordinary Shares	20,000	\$ 29.22	D	Â
Restricted Stock Units	Â (2)	Â (2)	Ordinary Shares	8,000	\$ (2)	D	Â
Restricted Stock Units	Â (2)	Â (2)	Ordinary Shares	20,000	\$ (2)	D	Â
Performance Share Units (PSU)	Â (3)	Â (3)	Ordinary Shares	132,000	\$ (3)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAMPTON GEORGE P C/O HORIZON PHARMA PLC CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON RD DUBLIN,Â L2Â D04 C5Y6	Â	Â	Â See remarks	Â

## Signatures

/s/ Meghanne Downes,  
Attorney-in-Fact

08/07/2015

\_\_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) 25% of the shares subject to the option vest and become exercisable on the first anniversary of the vesting commencement date of April 1, 2015, and the remaining shares vest in 36 equal monthly installments thereafter.
- (2) Each restricted stock unit represents a contingent right to receive one ordinary share of the Issuer. The restricted stock units vest 25% annually on each anniversary of the vesting commencement date of April 1, 2015.
- (3) 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 on December 22, 2017, March 22, 2018 and June 22, 2018 or based on the level of total shareholder 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 column 3 of this report.

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### Remarks:

TheÂ ReportingÂ PersonÂ isÂ EVP,Â GlobalÂ OrphanÂ BusinessÂ UnitÂ andÂ InternationalÂ OperationsÂ ofÂ theÂ Issuer.

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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