

Carey Robert  
Form 4  
January 08, 2019

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Carey Robert

(Last) (First) (Middle)

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

(Street)

DUBLIN, L2 4

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading  
Symbol

Horizon Pharma plc [HZNP]

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

01/04/2019

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

EVP, Chief Business Officer

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	01/05/2019		M		65,695	A	<u>11</u>	65,695	D	
Ordinary Shares	01/05/2019		F		29,419	D	\$ 20.39	36,276	D	
Ordinary Shares								172,504 <u>(2)</u>	I	By Robert F. Carey III Trust

By Robert  
F. Carey  
III Trust  
dated  
4.24.01

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 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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units (RSU)	(1)	01/04/2019		A		53,948		(3)	(3)	Ordinary Shares	53,948
Restricted Stock Units (RSU)	(1)	01/05/2019		M		65,695		(4)	(4)	Ordinary Shares	65,695

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Carey Robert C/O HORIZON PHARMA PLC CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON RD DUBLIN, L2 4	EVP, Chief Business Officer

## Signatures

/s/ Miles W. McHugh,  
Attorney-in-Fact 01/08/2019

                     \*\*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) Each RSU represents a contingent right to receive one ordinary share of the Issuer.
- (2) Includes 2,370 ordinary shares of the Issuer acquired by the reporting person on June 1, 2018 pursuant to an employee stock purchase program and subsequently transferred to his living trust. Also includes 39,106 shares previously reported as directly held by the reporting

## Edgar Filing: Carey Robert - Form 4

person.

(3) The RSU's vest 1/3rd annually on each anniversary of January 5, 2019.

(4) The RSU's vest 1/3rd annually on each anniversary of January 5, 2018.

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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