

Horizon Pharma plc
Form 4
November 17, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
VENKATARAMAN BALAJI

(Last) (First) (Middle)

13185 OWENS WAY

(Street)

ALPHARETTA, GA 30004

(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)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____ Officer (give title ____X____ Other (specify
below) below)

Former 10% Owner

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, nominal value \$0.0001 per share	11/13/2014		S ⁽¹⁾⁽²⁾⁽³⁾		6,086,957	D \$ 11.54 <u>(1) (2)</u> <u>(3)</u>	10,499,360	I	By Altiva Capital, LLC ⁽¹⁾ <u>(2)</u> <u>(3)</u>

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
VENKATARAMAN BALAJI 13185 OWENS WAY ALPHARETTA, GA 30004	Former 10% Owner

Signatures

/s/ Balaji
Venkataraman 11/17/2014

**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) Prior to the transaction reported hereunder, (i) Altiva Capital LLC held 10,433,597 ordinary shares of the Issuer and (ii) Mayura Trust A held 6,152,720 ordinary shares of the Issuer. Mr. Venkataraman is the sole managing member of Altiva Capital, LLC. 78% of Altiva Capital, LLC is owned by Mayura Trust A and the remaining 22% is owned by family trusts of which Mr. Venkataraman's wife and kids are the beneficiaries and he and his wife, respectively, act as the trustee. Mayura One LLC is the trustee of the Mayura Trust A. The managing members of Mayura One LLC are Mr. Venkataraman, Christopher Graham and Christopher Manning. The beneficiaries of Mayura Trust A are Mr. Venkataraman and his descendants.

(2) On November 13, 2014, Altiva Capital LLC agreed to sell 6,086,957 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. Altiva Capital LLC also granted the Underwriters the option to purchase an additional 913,043 ordinary shares. The number in the table above assumes no exercise by the Underwriters of their option to purchase additional shares.

(3) The price to the public was \$12.05 per ordinary share and the proceeds to Altiva Capital LLC was \$11.537875 per ordinary share. In addition, in connection with the sale of ordinary shares, the Issuer also agreed to pay an aggregate of \$2,230,231 to Altiva Capital, LLC, Dr. Virinder 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, provided, that if the several Underwriters

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exercise their right to purchase the additional shares pursuant to the Underwriting Agreement in full or in part, the Issuer shall pay the Reimbursed Shareholders an additional \$334,535 which shall be reduced pro rata in the event of that all additional shares are not purchased, in each case, 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.

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