

Horizon Pharma plc
Form 4
March 17, 2015

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 *
Himawan Jeff

(Last) (First) (Middle)

21 WATERWAY AVENUE, SUITE
225

(Street)

THE WOODLANDS, TX 77380

(City) (State) (Zip)

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

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

03/12/2015

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 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)
Common Stock	03/12/2015		X	(A) Amount (1) 690,369 A	\$ 4.308 690,369	I	See Foot note (2)
Common Stock	03/12/2015		D	(D) Amount (3) 135,805 D	\$ 4.038 554,564	I	See Foot note (2)
Common Stock	03/12/2015		S	(D) Amount (4) 197,277 D	\$ 22.59 357,287	I	See Foot note (2)
Common Stock	03/13/2015		S	(D) Amount (5) 357,287 D	\$ 22.35 0	I	See Foot note (2)

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

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(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 of Number of Shares
Warrant	\$ 4.308	03/12/2015		X		690,369		03/02/2012	03/02/2017	Common Stock	690,369

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Himawan Jeff
21 WATERWAY AVENUE, SUITE 225 X
THE WOODLANDS, TX 77380

Signatures

/s/ Richard Kolodziejczyk,
Attorney-in-Fact

03/16/2015

__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) Represents shares underlying warrants. Essex Woodlands Health Ventures Fund, VII, L.P. (the "Fund") exercised warrants for 690,369 shares. Shares received by the Fund are net of shares withheld, as described in footnote (3), due to net exercise of warrants.

The securities are held directly by the Fund. The Reporting Person is a manager of Essex Woodlands Health Ventures VII, L.L.C., which is the general partner of Essex Woodlands Health Ventures VII, L.P., the general partner of the Fund. The Reporting Person disclaims beneficial ownership of these securities, except to the extent of his pecuniary interest therein.

(3) Represents 135,805 shares withheld in connection with the net exercise of warrants. Such shares are held by the issuer in satisfaction of the warrant's exercise price and did not involve any sale of shares by the Fund.

(4) Price Range of \$22.41 to \$22.90.

(5) Price Range of \$22.20 to \$22.62.

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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