DEPOMED INC
Form PRRN14A
October 30, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

(Rule 14a 101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of the

Securities Exchange Act of 1934

(Amendment No. 1)

Filed by the Registrant ¨ Filed by a Party other than the Registrant x

Check the appropriate box:

x Preliminary Proxy Statement

¨ **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**

¨ Definitive Proxy Statement

¨ Definitive Additional Materials

¨ Soliciting Material Under Rule 14a-12

DEPOMED, INC.

(Name of Registrant as Specified in Its Charter)

HORIZON PHARMA PUBLIC LIMITED COMPANY

HORIZON PHARMA, INC.

Robert M. Daines

Charles M. Fleischman

Elizabeth M. Greetham

Jack L. Kaye

Steven A. Lisi

Steven J. Shulman

Ralph H. Thurman

(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

x No fee required.

¨ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

¨ Fee paid previously with preliminary materials:

¨ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

PRELIMINARY PROXY STATEMENT SUBJECT TO COMPLETION

PROXY STATEMENT

IN CONNECTION WITH

THE ELECTION SPECIAL MEETING

OF DEPOMED, INC. SHAREHOLDERS

PROXY STATEMENT

OF

HORIZON PHARMA PUBLIC LIMITED COMPANY

AND

HORIZON PHARMA, INC.

To the Fellow Shareholders of Depomed, Inc.:

This proxy statement (this Proxy Statement) and the accompanying BLUE proxy card (the BLUE Proxy Card) are being furnished to you as a shareholder of Depomed, Inc., a California corporation (the Company or Depomed), with its principal executive offices at 7999 Gateway Blvd., Suite 300, Newark, California 94560, by and on behalf of Horizon Pharma public limited company, an Irish public limited company, and its wholly owned subsidiary, Horizon Pharma, Inc., a Delaware corporation (the Horizon Sub) (collectively unless context requires otherwise, we, our or Horizon) in connection with the solicitation of revocable proxies in the form of the accompanying BLUE Proxy Cards from Company shareholders by Horizon for use at the special meeting (including any adjournments or postponements thereof and any meeting held in lieu thereof) of shareholders of Depomed for the purposes described below (the Election Special Meeting), to be held at [ ] on [ ], 2015, at [ ]. Only holders of record at the close of business on [ ], 2015 (the Record Date) will be entitled to vote in person or by proxy at the Election Special Meeting.

Pursuant to the General Corporation Law of the California Corporations Code (the CGCL) and the Company s Amended and Restated Bylaws, effective July 12, 2015 (the Bylaws), the holders of shares of Company Common Stock (as defined below) entitled to cast not less than 10% of the votes at the Election Special Meeting (the Special Meeting Percentage) have called the Election Special Meeting.

The date of this Proxy Statement is [ ], 2015. This Proxy Statement and the accompanying BLUE Proxy Cards are first being sent or given to shareholders on or about [ ], 2015.

Via a separate proxy statement and accompanying WHITE proxy card, we are concurrently soliciting your proxy for a prior special meeting of shareholders to be held at [ ] on [ ], 2015, at [ ] (the Removal and Bylaw Amendments Special Meeting) to vote **FOR** the following proposals:

1. to remove from office, without cause, the seven members of the Depomed board of directors (the Board), constituting the entire current Board, Peter D. Staple,

Vicente Anido, Jr., Karen A. Dawes, Louis J. Lavigne, Jr., Samuel R. Saks, James A. Schoeneck and David B. Zenoff, as well as any person or persons elected or appointed to the Board without shareholder approval after Depomed s 2015 Annual Meeting of Shareholders, and up to and including the date of the Removal and Bylaw Amendments Special Meeting, each such removal to become effective upon the election of each successor by the shareholders of the Company (the Removal Proposal);

2. to repeal the amendments to Sections 2 and 5 of the Bylaws adopted and approved by the Board on July 12, 2015 to remove what Horizon believes are onerous requirements imposed thereby on the process for calling a special meeting of shareholders and for submitting shareholder proposals;

3. to repeal any amendment or provision of the Bylaws adopted and approved by the Board that changes the Bylaws in any way from the version of the Bylaws adopted and approved by the Board on July 12, 2015 through the date of the Removal and Bylaw Amendments Special Meeting, and to amend the section of the Bylaws entitled AMENDMENT OF BYLAWS to eliminate the power of the Board to adopt, amend or repeal the Bylaws from the date of the Removal and Bylaw Amendments Special Meeting through the date that is 120 days following the date of the Removal and Bylaw Amendments Special Meeting; and

4. to approve the adjournment of the Removal and Bylaw Amendments Special Meeting, or any adjournments thereof, to another time and place if necessary or appropriate to, among other things, solicit additional proxies if there are insufficient votes at the time of the Removal and Bylaw Amendments Special Meeting to approve Proposals 1 through 3 at the Removal and Bylaw Amendments Special Meeting (Proposals 1 through 4 at the Removal and Bylaw Amendments Special Meeting, collectively, the Removal and Bylaw Proposals).

Via this Proxy Statement and the accompanying BLUE Proxy Card, we are soliciting your proxy to vote **FOR** the following proposals at the subsequent Election Special Meeting:

1. to elect the following seven individuals to serve as directors on the Board, contingent on the Removal Proposal being passed at the Removal and Bylaw Amendments Special Meeting: Robert M. Daines, Charles M. Fleischman, Elizabeth M. Greetham, Jack L. Kaye, Steven A. Lisi, Steven J. Shulman and Ralph H. Thurman (each, a Horizon Nominee and, collectively, the Horizon Nominees) (the Election Proposal); and

2. to approve the adjournment of the Election Special Meeting, or any adjournments thereof, to another time and place if necessary or appropriate to, among other things, solicit additional proxies if there are insufficient votes at the time of the Election Special Meeting to elect any Horizon Nominee pursuant to the Election

Proposal at the Election Special Meeting (the Adjournment Proposal and together with the Election Proposal, the Election Proposals).

Background to Solicitation and Proposals

For additional details regarding the Removal and Bylaw Amendments Special Meeting and the Removal and Bylaw Proposals, please see the section titled Our Plans for the Removal and Bylaw Amendments Special Meeting of this Proxy Statement. For additional details regarding the Election Proposals, please see the section titled Our Proposals for the Election Special Meeting of this Proxy Statement.

We are concurrently soliciting revocable proxies from Depomed shareholders to call both the Removal and Bylaw Amendments Special Meeting and the Election Special Meeting, a second, additional special meeting solely to consider and vote on the Election Proposal to elect the Horizon Nominees, a slate of what we believe are independent, highly qualified nominees as successor directors to the Board. As noted above, we are also soliciting revocable proxies for the Removal and Bylaw Amendments Special Meeting for voting **FOR** the Removal and Bylaws Proposals by means of a separate proxy statement and a separate proxy card. As a result of what we believe to be Depomed s rigid interpretation of its recently amended Bylaws, we were forced to seek the separate calling of the Election Special Meeting solely to consider the Election Proposal to try and avoid any further Depomed-caused delay in calling the Removal and Bylaw Amendments Special Meeting. For additional details regarding our solicitation of revocable proxies for calling the Removal and Bylaw Amendments Special Meeting and the Election Special Meeting, please see our definitive Solicitation Statement (as defined below) filed with the U.S. Securities and Exchange Commission (the SEC) on September 8, 2015.

On July 7, 2015, after our repeated attempts to engage the Board and Depomed s management in friendly and confidential discussions regarding a business combination with Horizon were rebuffed with no meaningful engagement, Horizon publicly proposed to acquire the Company (the Horizon Offer) in an all-stock transaction for $29.25 per share of common stock, no par value, of the Company (Company Common Stock), with such consideration consisting of Horizon ordinary shares, no par value (Horizon Ordinary Shares). Then, on July 10, 2015, one of Depomed s representatives suggested to us that if Horizon would increase its proposed price to acquire Depomed by $3.00 to $4.00 per share in Horizon Ordinary Shares, Depomed would engage in a constructive dialogue with Horizon regarding negotiating a transaction. That weekend, we indicated to Depomed representatives that Horizon would be willing to increase its proposed price to acquire Depomed by $3.00 to $32.25 per share in Horizon Ordinary Shares, contingent on Depomed engaging in constructive dialogue toward a transaction. The Depomed representatives stated that they would discuss the new price with Depomed management and with the Board on July 12, 2015, and would follow up with us after the Board meeting of that day. They never followed up. Instead, Depomed announced the next day that it had taken formal measures to hinder the shareholders statutory right to consider the Horizon Offer by implementing what we believe are onerous Bylaw amendments

with respect to shareholder special meetings and shareholder proposals and by adopting, as discussed below, a so-called poison pill.

Nevertheless, to demonstrate our commitment to pursuing the combination, on July 21, 2015, Horizon publicly revised the terms of the Horizon Offer to increase its offer to $33.00 per share of Company Common Stock, representing approximately a 60% premium to Company shareholders based on the closing per share price of Company Common Stock as of July 6, 2015, the last trading day prior to the first public announcement of the Horizon Offer and approximately a [ ]% premium based on such price as of [ ], the date of this Proxy Statement. The Horizon Offer, at $33.00 per share of Company Common Stock, was valued at more than $3 billion on an enterprise basis. On August 13, 2015, we publicly reiterated the Horizon Offer at $33.00 per share of Company Common Stock and fixed the exchange ratio of such offer at 0.95 Horizon Ordinary Shares for each share of Company Stock based on the 15-day volume weighted average price of a Horizon Ordinary Share as of August 12, 2015, or $34.74 per share. That same day, subject to our ongoing discussions with Depomed shareholders, we also publicly announced our willingness to amend the Horizon Offer to offer Depomed shareholders a cash-stock mix with up to 25% of the consideration in cash at the election of each respective Depomed shareholder, subject to certain terms and conditions, including a reduction in the total consideration per share to $32.50 per share to partially offset incremental costs associated with including cash as a component of the consideration.

On August 19, 2015, the Board again unanimously rejected the Horizon Offer and pre-emptively rejected our possible amendment of the Horizon Offer to offer Depomed shareholders a cash-stock mix with up to 25% of the consideration in cash at the election of each respective Depomed shareholder, subject to certain terms and conditions, as discussed above.

On September 8, 2015, to further demonstrate our commitment to pursuing the combination notwithstanding Depomed s ongoing refusal to meaningfully engage with us, Horizon commenced an exchange offer at a fixed exchange ratio of 0.95 Horizon Ordinary Shares for each issued and outstanding share of Company Common Stock reflecting the economic terms of the Horizon Offer as publicly reiterated on August 13, 2015 by Horizon (the Exchange Offer). The Exchange Offer was scheduled to expire at 5:00 p.m., Eastern Time, on Friday, November 6, 2015, but was extended on October 26, 2015 to expire at 5:00 p.m., Eastern Time, on November 20, 2015, unless Horizon further extends the period of time for which the Exchange Offer is open. The Exchange Offer is subject to a number of conditions, including that the Board shall have redeemed the poison pill discussed below, or such poison pill shall have been otherwise rendered inapplicable to the Exchange Offer. The premium, if any, represented by the fixed exchange ratio of the Exchange Offer or any revised Exchange Offer may be larger or smaller depending on the market price of shares of Company Common Stock and Horizon Ordinary Shares on any given date and will fluctuate between the date of this Proxy Statement and the dates of the Removal and Bylaw Amendments Special Meeting and the Election Special Meeting and between the date of this Proxy Statement and the date of consummation of any such Exchange Offer.

On September 14, 2015, Depomed filed a Schedule 14D-9 with the SEC stating that the Board unanimously determined that the Exchange Offer is inadequate and not in the best interests of

Depomed and its shareholders and that the Board was recommending Depomed shareholders reject the Exchange Offer and not tender their respective shares of Company Common Stock in the Exchange Offer.

We firmly believe, but cannot assure, that a combination of Horizon and Depomed would yield significant revenue, operating and tax synergies, accelerated revenue and earnings growth and strong cash flow, as well as create substantial, immediate and long-term value for our and Depomed s shareholders. Despite our repeated attempts beginning in March 2015 to engage the Board and Depomed s management in friendly and confidential discussions, the Board and Depomed s management have refused to engage in meaningful discussions with us, have rejected the Horizon Offer and have even created new obstacles for shareholder consideration of the Horizon Offer by, among other things, amending the Bylaws to hinder Depomed shareholders statutory right to call a special meeting and the process for shareholder proposal submission and adopting a shareholder rights plan, or so-called poison pill, that precludes a party from acquiring the 10% of the votes of Depomed necessary to call a special shareholders meeting or privately soliciting up to ten (10) other shareholders for the purpose of calling a special meeting.

While we have sought to comply in good faith with what we believe is an onerous process for calling a special meeting of shareholders imposed by the Board, we also are challenging such process as contrary to California law in a judicial proceeding seeking to protect the Company shareholders franchise rights.

For additional background on the Horizon Offer, please see the section titled Background and Past Contacts in this Proxy Statement below. For additional background on the foregoing litigation, please see the section titled Litigation in this Proxy Statement below.

We are seeking your support at the Election Special Meeting and asking shareholders to vote **FOR** each of the Horizon Nominees and the Adjournment Proposal using one of the voting methods set forth below.

Voting Methods

Voting by Mail. A BLUE Proxy Card is enclosed for your use. Whether or not you expect to attend the Removal and Bylaw Amendments Special Meeting, please sign, date and mail your BLUE Proxy Card promptly in the enclosed postage paid envelope provided.

Voting by Telephone. If you live in the United States, you may vote your proxy toll-free 24 hours a day, 7 days a week up until 11:59 P.M. Eastern Time on [ ], 2015 by calling the toll-free telephone number on the BLUE Proxy Card. Please refer to the voting instructions on the BLUE Proxy Card. If you vote by telephone, please do not return your BLUE Proxy Card by mail.

Voting via the Internet. If you wish to vote via the Internet, you may submit your proxy from any location in the world 24 hours a day, 7 days a week, up until 11:59 P.M. Eastern Time on [ ], 2015 by visiting the website provided on the BLUE Proxy Card. Please refer to the voting instructions on the BLUE Proxy Card. If you vote through the Internet, please do not return your BLUE Proxy Card by mail.

Vote in person by attending the Election Special Meeting. Written ballots will be distributed to shareholders who wish to vote in person at the Election Special Meeting. If you hold your shares through a bank, broker or other nominee, you must obtain a legal proxy from such custodian in order to vote in person at the Election Special Meeting.

If you hold your shares through a bank, broker or other nominee and you do not intend to vote in person at the Election Special Meeting, only such nominee can vote your shares, and only after receiving specific voting instructions from you. Please contact your bank, broker or nominee and instruct them to vote a BLUE Proxy Card **FOR** each of the Horizon Nominees and the Adjournment Proposal.

If Horizon receives BLUE Proxy Cards that have no explicit voting instructions, Horizon intends to vote such proxies **FOR** each of the Horizon Nominees and the Adjournment Proposal.

Pursuant to the BLUE Proxy Cards, we are requesting authority (i) to initiate and vote for the Election Proposals, (ii) to oppose and vote against any other proposals that come before the Election Special Meeting, (iii) to adjourn or postpone the Election Special Meeting if necessary or appropriate to, among other things, solicit additional proxies if there are insufficient votes at the time of the Election Special Meeting to elect any Horizon Nominee and (iv) to oppose and vote against any proposal other than the Adjournment Proposal to adjourn or postpone the Election Special Meeting.

If you have any questions, require assistance in voting your BLUE Proxy Card, or need additional copies of this Proxy Statement, please contact our proxy solicitor at:

105 Madison Avenue

New York, NY 10016

Email: depomed@mackenziepartners.com

Call collect: (212) 929-5500

Call toll-free: (800) 322-2885

IMPORTANT

This solicitation does not constitute an offer to buy or solicitation of any offer to sell securities. The Exchange Offer will be made only through the Tender Offer Statement

on Schedule TO or the Prospectus/Offer to Exchange included in the Registration Statement on Form S-4 (including the Letter of Transmittal and related documents and as amended from time to time, the Exchange Offer Documents) that Horizon has filed with the SEC on September 8, 2015. DEPOMED SHAREHOLDERS ARE URGED TO READ CAREFULLY THE EXCHANGE OFFER DOCUMENTS (INCLUDING ANY AMENDMENTS AND SUPPLEMENTS) AND ANY REGISTRATION STATEMENTS, PROSPECTUSES, PROXY STATEMENTS AND OTHER DOCUMENTS FILED WITH THE SEC IN CONNECTION WITH THE EXCHANGE OFFER WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT HORIZON, DEPOMED AND THE EXCHANGE OFFER.

THIS SOLICITATION OF PROXIES IS BEING MADE BY HORIZON, AND NOT ON BEHALF OF THE COMPANY OR THE BOARD.

YOUR VOTE IS IMPORTANT TO US, NO MATTER HOW MANY OR HOW FEW SHARES YOU OWN. WE URGE YOU TO VOTE **FOR** EACH OF THE HORIZON NOMINEES AND THE ADJOURNMENT PROPOSAL BY COMPLETING, SIGNING, DATING AND RETURNING THE ENCLOSED BLUE PROXY CARD. YOU MAY ALSO VOTE BY TELEPHONE USING THE TOLL-FREE NUMBER ON THE BLUE PROXY CARD OR VIA THE INTERNET USING THE URL PROVIDED ON THE BLUE PROXY CARD.

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE SOLICITATION OF PROXIES FOR THE REMOVAL AND BYLAW AMENDMENTS SPECIAL MEETING. In addition to delivering printed versions of this Proxy Statement and the BLUE Proxy Card to all shareholders by mail, this Proxy Statement and BLUE Proxy Card are also available on the Internet. You have the ability to access and print this Proxy Statement and the BLUE Proxy Card at www.HorizonandDepomed.com. As a shareholder of Depomed, you may receive the Company s proxy statement with respect to the Election Special Meeting and an accompanying proxy card. Since only your latest dated proxy card will count, we urge you NOT to return any proxy card you receive from the Company with respect to the Election Special Meeting. Please make certain that the latest dated proxy card you return is the BLUE Proxy Card.

QUESTIONS AND ANSWERS REGARDING THE ELECTION SPECIAL MEETING AND THE REMOVAL AND BYLAW AMENDMENTS SPECIAL MEETING

The following are answers to some of the questions you, as a Depomed shareholder, may have with respect to Horizon s solicitation of revocable proxies for the Election Special Meeting and the related prior Removal and Bylaw Amendments Special Meeting. The following is not a substitute for the information contained in this Proxy Statement, and the information contained below is qualified in its entirety by reference to the more detailed descriptions and explanations contained elsewhere in this Proxy Statement. We urge you to read this Proxy Statement carefully and in its entirety.

Q: Who is making the solicitation of revocable proxies for the Election Special Meeting and the Removal and Bylaw Amendments Special Meeting?

A: The solicitation is being made by Horizon. Please see the section titled Certain Information Regarding the Participants in this Proxy Statement below for additional information regarding the participants in the solicitation under SEC rules.

Q: How many shares of Company Common Stock does Horizon own?

A: Horizon, through the Horizon Sub, owns 2,250,000 shares of Company Common Stock, representing approximately 3.73% of the outstanding shares of Company Common Stock as of September 10, 2015, as reported in the definitive Revocation Statement (as defined below) filed by the Company on September 30, 2015.

Q: What are we asking you to do at the Removal and Bylaw Amendments Special Meeting, which we are concurrently calling with the Election Special Meeting and which would be held before the Election Special Meeting?

A: We are asking you to vote **FOR** the following proposals at the Removal and Bylaw Amendments Special Meeting:

1. to remove from office, without cause, the seven members of the current Board, constituting the entire current Board, Peter D. Staple, Vicente Anido, Jr., Karen A. Dawes, Louis J. Lavigne, Jr., Samuel R. Saks, James A. Schoeneck and David B. Zenoff, as well as any person or persons elected or appointed to the Board without shareholder approval after Depomed s 2015 Annual Meeting of Shareholders, and up to and including the date of the Removal and Bylaw Amendments Special Meeting, each such removal to become effective upon the election of each successor by the shareholders of the Company;

2. to repeal the amendments to Sections 2 and 5 of the Bylaws adopted and approved by the Board on July 12, 2015 to remove what Horizon

8

believes are onerous requirements imposed thereby on the process for calling a special meeting of shareholders and for submitting shareholder proposals;

3. to repeal any amendment or provision of the Bylaws adopted and approved by the Board that changes the Bylaws in any way from the version of the Bylaws adopted and approved by the Board on July 12, 2015 through the date of the Removal and Bylaw Amendments Special Meeting, and to amend the section of the Bylaws entitled AMENDMENT OF BYLAWS to eliminate the power of the Board to adopt, amend or repeal the Bylaws from the date of the Removal and Bylaw Amendments Special Meeting through the date that is 120 days following the date of the Removal and Bylaw Amendments Special Meeting; and

4. to approve the adjournment of the Removal and Bylaw Amendments Special Meeting, or any adjournments thereof, to another time and place if necessary or appropriate to, among other things, solicit additional proxies if there are insufficient votes at the time of the Removal and Bylaw Amendments Special Meeting to approve Proposals 1 through 3 at the Removal and Bylaw Amendments Special Meeting.

Please see the section titled Our Plans for the Removal and Bylaw Amendments Special Meeting in this Proxy Statement below for additional details regarding the Removal and Bylaw Proposals.

Q: What are we asking you to do at the Election Special Meeting, which will be held following the Removal and Bylaw Amendments Special Meeting?

A: We are asking you to vote **FOR** the following proposals at the Election Special Meeting:

1. to elect the following seven individuals to serve as directors on the Board, contingent on the Removal Proposal being passed at the Removal and Bylaw Amendments Special Meeting: Robert M. Daines, Charles M. Fleischman, Elizabeth M. Greetham, Jack L. Kaye, Steven A. Lisi, Steven J. Shulman and Ralph H. Thurman; and

2. to approve the adjournment of the Election Special Meeting, or any adjournments thereof, to another time and place if necessary or appropriate to, among other things, solicit additional proxies if there are insufficient votes at the time of the Election Special Meeting to elect any Horizon Nominee pursuant to the Election Proposal at the Election Special Meeting.

Please see the section titled Our Proposals for the Election Special Meeting in this Proxy Statement below for additional details regarding the Election Proposals.

Q: Why are we soliciting your vote on the Removal and Bylaw Proposals and the Election Proposals?

A: Given the Board s and Depomed management s refusal to meaningfully engage with us, we feel strongly that the Board, as currently constituted, does not provide assurance that the interests of Depomed shareholders are being sufficiently taken into account with respect to the Horizon Offer, especially in light of what we believe are onerous Bylaw provisions adopted by the Board limiting shareholders rights and the poison pill adopted by the Board.

In that belief, we are soliciting Depomed shareholders, via a separate proxy statement and the WHITE proxy card, to consider and vote on the Removal Proposal to remove the entire current Board and on Proposals 2 and 3 to repeal such onerous Bylaw provisions and to prevent the Board from making any further changes to the Bylaws to limit shareholder rights and, via this Proxy Statement and the accompanying BLUE Proxy Card, to consider and vote on the Election Proposals.

Q: If I, as a Depomed shareholder, joined you in requesting that the Company call the Election Special Meeting, do I have any special obligations under the Bylaws?

A: Yes, with respect to two specific representations you made previously. If you joined us in calling the Election Special Meeting by granting us the authority to request the calling of such meeting on your behalf, then as a result of what we believe are onerous provisions in the Bylaws, you had to represent on such authorizing proxy that (i) you would notify the Company in writing within five (5) business days after the Record Date of the class or series and number of shares of stock of the Company owned of record by you, if any, and (ii) you intended to appear in person or by proxy at the Election Special Meeting to propose such business as proposed in the Record Date Request Notice.

So as not to possibly invalidate such proxy for the calling of the Election Special Meeting and to comply with the Bylaws, if you are such a shareholder, please provide the Company the foregoing written notice of shares owned of record by you in writing by [ ], 2015 along with a copy to us c/o MacKenzie Partners, Inc. at 105 Madison Avenue, New York, NY 10016, so that we will be aware of all updates and will be able to ensure compliance with such notice requirement.

As your proxy for the calling of the Election Special Meeting will not count as a vote **FOR** any of the Horizon Nominees or the Adjournment Proposal,

however, we also ask that you please submit a signed and completed BLUE Proxy Card so as to authorize us to initiate a vote on the Election Proposals by proxy on your behalf.

Q: Who are the Horizon Nominees?

A: At the Election Special Meeting, we are seeking to nominate Robert M. Daines, Charles M. Fleischman, Elizabeth M. Greetham, Jack L. Kaye, Steven A. Lisi, Steven J. Shulman and Ralph H. Thurman for election to the Board contingent on the Removal Proposal having been passed at the Removal and Bylaw Amendments Special Meeting.

We believe that each of the Horizon Nominees is a highly qualified, independent, experienced and well-respected member of the business community. None of the Horizon Nominees is employed by or otherwise affiliated with Horizon or any subsidiary of Horizon. The Horizon Nominees have not made any commitment to us if elected other than that they will serve as directors, exercise their independent judgment in accordance with their fiduciary duties in all matters before the Board and otherwise discharge their duties as directors of the Company consistent with all applicable legal requirements. We believe, however, that the Horizon Nominees, if elected, are more likely than the current Board to engage in good faith discussions with Horizon with respect to the Horizon Offer or any future business combination offer from Horizon.

For additional details regarding the Horizon Nominees, please the section titled Our Proposals for the Election Special Meeting Information Regarding the Horizon Nominees.

Q: Must I vote for all of the Horizon Nominees pursuant to the Election Proposal?

A: No, you may vote for none, some or all of the Horizon Nominees. We have, in accordance with SEC requirements, provided shareholders with a way to vote for inclusion of less than all of the Horizon Nominees in the elections contemplated by the Election Proposal by checking the **FOR ALL EXCEPT** box on the BLUE Proxy Card and writing below that box the name(s) of the director(s) that the shareholder does not wish to elect. A proxy marked W**ITHHOLD AUTHORITY** for all Horizon Nominees or **FOR ALL EXCEPT** with respect to any specific Horizon Nominee will have the effect of a vote against the election of any such Horizon Nominee.

Q: When would the Horizon Nominees replace the current Board if any are elected pursuant to the Election Proposal?

A: Immediately upon the election of any Horizon Nominee. In the event that the Removal Proposal passes at the Removal and Bylaw Amendments Special

Meeting and the directors named or described in the Removal Proposal are removed from the Board creating seven (7) vacancies, and any of the Horizon Nominees is subsequently elected pursuant to the Election Proposal at the Election Special Meeting, then the entire current Board shall have been removed and any vacancies arising on the Board as a result of less than all of the Horizon Nominees having been elected shall be subsequently filled by the election of successor directors by Company shareholders at the Company s annual meeting in 2016 or an intervening special meeting.

Q: If the Removal Proposal passes at the Removal and Bylaw Amendments Special Meeting but none of the Horizon Nominees are subsequently elected pursuant to the Election Proposal, would the current Board be subject to removal?

A: Yes, upon their successors otherwise being duly elected and qualified at the Company s annual meeting in 2016 or an intervening special meeting.

Q: When and where are the Removal and Bylaw Amendments Special Meeting and the Election Special Meeting to be held?

A: The Removal and Bylaw Amendments Special Meeting will be held at [ ] on [ ], 2015, at [ ]. The Election Special Meeting will be held at [ ] on [ ], 2015, at [ ].

Q: What effect might passage of the Proposals at the Removal and Bylaw Amendments Special Meeting and/or the election of any Horizon Nominees pursuant to the Election Proposal at Election Special Meeting have under the change in control provisions of the Company s publicly filed agreements?

A: Please see the section titled Certain Effects Related to This Solicitation of this Proxy Statement for discussion of such possible effects.

Q: Who can vote at the Election Special Meeting?

A: Only holders of record at the close of business on [ ], 2015, i.e., the Record Date, will be entitled to vote in person or by proxy at the Election Special Meeting.

Q: What will constitute a quorum at the Election Special Meeting?

A: A majority of the outstanding shares of Company Common Stock entitled to vote at the Election Special Meeting must be present in person or by proxy in order for there to be a quorum at the Election Special Meeting.

12

Q: How many shares must be voted in favor of each of the Removal and Bylaw Proposals to approve them and each Horizon Nominee to elect him or her pursuant to the Election Proposal and the Adjournment Proposal at the Election Special Meeting?

A: Proposals 1 through 3 at the Removal and Bylaw Amendments Special Meeting require the approval by the affirmative vote of a majority of the outstanding shares of Company Common Stock entitled to vote. Proposal 4 at the Removal and Bylaw Amendments Special Meeting requires the approval by the affirmative vote of a majority of the shares of Company Common Stock entitled to vote and represented either in person or by proxy, whether or not a quorum is present, at the Removal and Bylaw Amendments Special Meeting.

The election of any Horizon Nominee pursuant to the Election Proposal will require approval of the affirmative vote of a majority of the shares represented and voting at a duly called meeting of shareholders at which a quorum is present (in which shares voting affirmatively also constitute at least a majority of the required quorum). The Adjournment Proposal requires the approval by the affirmative vote of a majority of the shares of Company Common Stock entitled to vote and represented either in person or by proxy, whether or not a quorum is present, at the Election Special Meeting.

Q: Will there be cumulative voting with respect to the removal of directors pursuant to the Removal Proposal if passed at the Removal and Bylaw Amendments Special Meeting or the election of any Horizon Nominees pursuant to the Election Proposal at the Election Special Meeting?

A: No. Under Depomed s charter, cumulative voting with respect to director elections has been eliminated as permitted under the CGCL. Additionally, hypothetical cumulative voting shall not apply with respect to the removal of directors pursuant to the Removal Proposal, if passed at the Removal and Bylaw Amendments Special Meeting. Under Section 303(a)(1) of the CGCL, unless the Board is removed in its entirety, no director can be removed if the votes cast against removal would be sufficient to elect the director if voted cumulatively, and the number of directors authorized at the time of the director s most recent election were then being elected. Since the Removal Proposal, if passed, would effect the removal of the entire current Board, subject to the election of successor directors, such hypothetical cumulative voting is inapplicable.

Q: How may Depomed shareholders vote their shares at the Election Special Meeting?

A: See the section titled Election Special Meeting Voting Procedures in this Proxy Statement below for the four ways Depomed shareholders may vote at the Election Special Meeting: by promptly mailing in the BLUE Proxy Card, by telephone, via the Internet and by attending the Election Special Meeting and voting in person.

Q: How will my shares be voted if the enclosed BLUE Proxy Card is signed and returned but no specific voting direction is given?

A: If you are a holder of record of shares of Company Common Stock and properly sign and return the enclosed BLUE Proxy Card, but do not specify how to vote, Horizon intends to vote such proxies **FOR** each of the Horizon Nominees and the Adjournment Proposal.

Q: Aside from voting authority on the Election Proposals, may the enclosed BLUE Proxy Card, if signed and returned, grant Horizon any other authority in respect of my shares of Company Common Stock?

A: Yes. Pursuant to the BLUE Proxy Cards, we are also requesting discretionary authority (i) to oppose and vote against any proposals other than the Election Proposals that come before the Election Special Meeting (ii) to adjourn or postpone the Election Special Meeting if necessary or appropriate to, among other things, solicit additional proxies if there are insufficient votes at the time of the Election Special Meeting to elect any Horizon Nominees and (iii) to oppose and vote against any proposal other than the Adjournment Proposal to adjourn or postpone the Election Special Meeting.

Q: If my shares of Company Common Stock are held in street name by my broker or other nominee, will my broker or other nominee vote my shares with respect to any of the Election Proposals?

A: No, your broker or other nominee will not vote your shares of Company Common Stock on your behalf on any of the Election Proposals unless you provide instructions on how to vote.

Without your instructions, your street name shares will not be voted in favor of any of the Horizon Nominees or the Adjournment Proposal, which will have the same effect as voting **AGAINST** each of the Horizon Nominees and will have no effect on the Adjournment Proposal vote. Accordingly, it is critical that you promptly give instructions to your broker or other nominee to vote on the Election Proposals.

Horizon urges you to confirm in writing your instructions to your broker or other nominee as soon as possible and provide a copy of those instructions to Horizon c/o MacKenzie Partners, Inc. at 105 Madison Avenue, New York, NY 10016, so that Horizon will be aware of all instructions given and can attempt to ensure that those instructions are followed.

Q: What effect will an abstention have on the vote to elect any of the Horizon Nominees or to approve the Adjournment Proposal?

A: Abstentions with respect to each Horizon Nominee and the Adjournment Proposal will have the effect of a vote **AGAINST** each such nominee and proposal.

14

Q: How may BLUE Proxy Cards be revoked?

A: Company shareholders who execute and deliver BLUE Proxy Cards solicited on behalf of Horizon in connection with the Election Proposals at the Election Special Meeting will be permitted to revoke such proxies at any time before the proxy is exercised at the Election Special Meeting by:

- delivering an instrument revoking the earlier proxy card, or a duly executed later-dated proxy card for the same shares, including a Company-furnished proxy card, to MacKenzie Partners, Inc. (MacKenzie Partners), our proxy solicitor, at 105 Madison Avenue, New York, NY 10016;

- filing with the Company s Corporate Secretary prior to the Election Special Meeting either a notice of revocation or a duly executed later dated proxy for the same shares, including a Company-furnished proxy card;

- if you have voted by telephone or through the Internet, calling the same toll-free number or by accessing the same web site and following the instructions provided on the BLUE Proxy Card; or

- voting in person at the Election Special Meeting.

Please note that if your shares of Company Common Stock are held in street name by a broker or other nominee, you must follow the instructions set forth in the instruction cards to revoke your earlier vote.

Q: Who is paying for the solicitation of proxies for the Election Special Meeting?

A: The entire expense of preparing and mailing this Proxy Statement and any other soliciting material and the total expenditures relating to the solicitation of proxies for approval of the Election Proposals at the Election Special Meeting will be borne by Horizon.

Q: Do you expect to call the Election Special Meeting before knowing whether the Removal Proposal has passed at the Removal and Bylaw Amendments Special Meeting?

A: Yes, assuming we obtain support from shareholders holding shares of Company Common Stock representing, together with Horizon, at least the Special Meeting Percentage. On obtaining such support, in order to facilitate holding the Election Special Meeting as close in time as possible, if not the same day, as the vote on the Removal Proposal at the Removal and Bylaw Amendments Special Meeting so as to minimize the period between the removal of the current Board and the election of successor directors upon which such removal is contingent, we expect to submit a request to call the Election Special Meeting before a vote on the Removal Proposal has been held at the Removal and Bylaw Amendments Special Meeting.

15

Q: If I vote on the Proposals at the Election Special Meeting, am I voting, or agreeing to vote, on the Horizon Offer or any other business combination with Horizon?

A: No. We are not currently seeking your proxy, consent, authorization or agent designation for approval of the Horizon Offer or any other business combination with Horizon. Neither the calling of the Removal and Bylaw Amendments Special Meeting or the Election Special Meeting nor the approval by Depomed shareholders of any of the Removal and Bylaw Proposals or the Election Proposals would ensure that Depomed pursues or consummates the Horizon Offer or any other business combination with Horizon. Depomed shareholders who submit a BLUE Proxy Card, WHITE proxy card or otherwise vote their shares at the Election Special Meeting or the Removal and Bylaw Amendments Special Meeting are not, therefore, receiving an opportunity to vote directly on the Horizon Offer or any other business combination with Horizon.

Q: Do I have to tender my shares of Company Common Stock in the Exchange Offer to vote on any of the Election Proposals?

A: No, you do not need to tender your shares in the Exchange Offer to vote for any of the Election Proposals. You only need to sign, date and return the enclosed BLUE Proxy Card, or vote by telephone or via the Internet or in person at the Election Special Meeting to vote on the Election Proposals.

This solicitation does not constitute an offer to buy or solicitation of any offer to sell securities. The Exchange Offer will be made only through the Tender Offer Statement on Schedule TO or the Prospectus/Offer to Exchange included in the Registration Statement on Form S-4 (including the Letter of Transmittal and related documents and as amended from time to time, the Exchange Offer Documents) that Horizon has filed with the SEC on September 8, 2015. DEPOMED SHAREHOLDERS ARE URGED TO READ CAREFULLY THE EXCHANGE OFFER DOCUMENTS (INCLUDING ANY AMENDMENTS AND SUPPLEMENTS) AND ANY REGISTRATION STATEMENTS, PROSPECTUSES, PROXY STATEMENTS AND OTHER DOCUMENTS FILED WITH THE SEC IN CONNECTION WITH THE EXCHANGE OFFER WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT HORIZON, DEPOMED AND THE EXCHANGE OFFER.

Q: Whom should I call with any questions?

A: Depomed shareholders should call MacKenzie Partners, our proxy solicitor, toll-free at (800) 322-2885 with any questions about the Proxy Solicitation, the Election Special Meeting, the Removal and Bylaw Amendments Special Meeting or how to vote their shares.

BACKGROUND AND PAST CONTACTS

Horizon regularly considers a variety of potential transactions to acquire products in primary care, orphan diseases and specialty businesses. As part of this process, Horizon identified Depomed as a possible acquisition target. The following is a chronology of events leading up to this Proxy Statement:

On February 24, 2015, the Horizon board of directors held a regularly scheduled meeting in Dublin, Ireland, and discussed, among other things, a possible combination with Depomed and authorized management to make a proposal to Depomed.

On March 11, 2015, Horizon s Chairman, President and Chief Executive Officer, Timothy P. Walbert, spoke to Depomed s President and Chief Executive Officer, James A. Schoeneck, about engaging in confidential discussions to combine the two companies. Mr. Schoeneck declined to engage citing less than ideal timing.

On March 24, 2015, the transaction committee of the Horizon board of directors (the Horizon Transaction Committee), which had been delegated authority to oversee the offers made to Depomed and authorize changes to the terms of the offers, at a meeting in Dublin, Ireland, discussed, among other things, a potential combination with Depomed, including changes in Depomed s stock price since February 2015 and the terms of Depomed s recent high yield financing, including expected breakage costs. The Horizon Transaction Committee authorized Horizon to continue to pursue the proposed combination, within authorized terms, and authorized the engagement of Citigroup and Jefferies to serve as financial advisors in connection with the potential transaction.

On May 7, 2015, the Horizon board of directors, at its regular meeting in Dublin, Ireland, discussed, among other things, the continuing interest of Horizon to pursue a combination with Depomed, the recent stock price performance of Depomed and the proposed acquisition structure.

On May 14, 2015, Mr. Walbert requested a meeting with Mr. Schoeneck. Mr. Schoeneck responded on May 19, 2015 that he would be available for a call on May 27, 2015.

On May 27, 2015, Mr. Walbert spoke to Mr. Schoeneck and subsequently sent a letter setting forth the Horizon Offer as an all-stock transaction in which Depomed shareholders would receive $29.25 in Horizon Ordinary Shares.

On June 12, 2015, Horizon sent Depomed a follow-up letter reiterating the Horizon Offer sent on May 27, 2015.

On June 18, 2015, one of Horizon s directors called the Depomed Chairman of the Board to encourage Depomed to engage in discussions with Horizon regarding a possible combination.

17

On June 20, 2015, the Horizon Transaction Committee met telephonically to discuss the status of discussions with Depomed.

On June 25, 2015, Depomed sent a letter to Horizon indicating that the Board had unanimously rejected the Horizon Offer.

On June 29, 2015, one of Horizon s directors communicated electronically with the Depomed Chairman of the Board about the Horizon Offer.

On the same day, Depomed s financial advisors, Morgan Stanley and Leerink, also spoke to Horizon s financial advisors, Citi and Jefferies, about the Horizon Offer. Morgan Stanley and Leerink told Citi and Jefferies that the Horizon Offer was not compelling enough to justify engaging further.

On June 30, 2015, the Horizon Transaction Committee held a telephonic meeting to consider next steps in light of the Board s rejection of the Horizon Offer and stated unwillingness to engage in any discussions about value or price based on Horizon s May 27 offer. The Horizon Transaction Committee authorized Horizon to issue a public letter to the Board in response to Depomed s rejection of the Horizon Offer.

On July 7, 2015, Horizon delivered a letter to Depomed further reiterating the Horizon Offer and its value and issued a press release detailing the proposal.

Later that day on July 7, 2015, Horizon held a conference call to answer questions about the Horizon Offer and discuss its benefits.

On the same day, Depomed confirmed receipt of the Horizon Offer.

From July 9, 2015 through August 19, 2015, Horizon, through the Horizon Sub, purchased 2,250,000 shares of Company Common Stock, representing approximately 3.73% of the outstanding shares of Company Common Stock as of September 10, 2015, as reported in the definitive Revocation Statement (as defined below) filed by the Company on September 30, 2015.

On July 10, 2015, one of Depomed s financial advisors, Leerink, spoke with one of Horizon s financial advisors, Citi, and suggested that if Horizon would increase its proposed price to acquire Depomed by $3.00 to $4.00 per share in Horizon Ordinary Shares, Depomed would engage in a constructive dialogue with Horizon regarding negotiating a transaction.

During the weekend of July 10, 2015, Depomed s financial advisors spoke with Horizon s financial advisors, and Horizon s financial advisors indicated that Horizon would be willing to increase its proposed price to acquire Depomed by $3.00 to $32.25 per share in Horizon Ordinary Shares, contingent on Depomed engaging in constructive dialogue toward a transaction. Depomed s financial advisors stated that they would discuss the

new price with Depomed management and discuss with the

Board on July 12, 2015, and would follow up with Horizon s financial advisors after the Board meeting of that day. They never followed up, and Depomed instead announced the next day the adoption of the Rights Agreement (as defined below) and the Bylaw amendments discussed immediately below.

On July 12, 2015, Depomed adopted a rights agreement declaring a dividend of one right for each outstanding share of Company Common Stock (the Rights Agreement). The plan is triggered by, among other things, a person or group acquiring 10% or more of the outstanding shares of Company Common Stock.

On the same day, Depomed amended its previous Bylaws and instituted various notice and information requirements with respect to the shareholders right to call a special meeting, making it more difficult and time-consuming to do so.

On July 13, 2015, Horizon issued a press release voicing its disappointment with Depomed s decision to limit shareholders ability to take advantage of the Horizon Offer by implementing the Rights Agreement and amending the Bylaws to delay and make more difficult the calling of a special meeting.

On July 18, 2015, one of Horizon s directors spoke to the Depomed Chairman of the Board to encourage Depomed to engage in discussions with Horizon.

On July 21, 2015, Horizon delivered a letter to Depomed increasing its proposed price to acquire the Company to $33.00 per share in Horizon Ordinary Shares.

On the same day, Depomed confirmed receipt of the revised Horizon Offer.

On July 23, 2015, Mr. Walbert contacted Mr. Schoeneck to yet again encourage discussions on the potential combination.

On July 29, 2015, Depomed issued a press release announcing that the Board had unanimously rejected Horizon s July 21, 2015 offer of $33.00 per share in Horizon Ordinary Shares.

On the same day, Depomed sent a letter to Horizon stating that the Board had rejected the revised Horizon Offer.

On July 30, 2015, Mr. Walbert had a discussion with Mr. Schoeneck to request feedback regarding a value and terms that would compel Depomed to engage with Horizon. Mr. Schoeneck committed to follow up within one (1) day.

On July 31, 2015, Morgan Stanley and Leerink, financial advisors to Depomed, informed Citi and Jefferies, financial advisors to Horizon, that Depomed again would not be providing any guidance other than that

Horizon should submit a substantially more compelling offer.

On the same day, Mr. Walbert sent a letter via email to Mr. Schoeneck further clarifying the Horizon Offer to ensure consistency with the message being delivered to Depomed by its financial advisors and reiterating the value being offered by Horizon to the Depomed shareholders. Additionally, the letter made clear that if Depomed did not provide feedback on what value and terms it would be willing to consider and Depomed did not engage in constructive discussions with Horizon, Horizon would take its proposal directly to Depomed s shareholders and challenge the decision making of the Board.

On August 1, 2015, letters substantially similar to the July 31st letter sent by Mr. Walbert to Mr. Schoeneck described immediately above were sent via email by two Horizon directors to the Depomed Chairman of the Board and another Depomed director.

On August 3, 2015, Horizon issued a press release announcing, among other things, that it had submitted to Depomed a notice pursuant to the Bylaws to request that the Board set a record date for determining shareholders entitled to call a special meeting (such notice, the Record Date Request Notice and such date, a Request Record Date) and filed a preliminary solicitation statement with the SEC to solicit revocable proxies from shareholders who, together with Horizon, held shares of Company Common Stock representing not less than the Special Meeting Percentage (the Solicitation Statement), beginning the process for calling a shareholder meeting to consider the Proposals.

On the same day, Horizon announced it is judicially challenging the Rights Agreement and Bylaw amendments that delay and make more difficult the calling of a special meeting. For additional background on the foregoing litigation, please see the section titled Litigation in this Proxy Statement below.

On the same day, Horizon sent a letter to Depomed requesting clarification as to how it would apply certain portions of the Bylaws to the special meeting process.

On the same day, Depomed announced it would review the Record Date Request Notice and that it was filing a lawsuit to assert a claim for violation of the California Uniform Trade Secrets Act and breach of contract and alleging that Horizon made fraudulent and misleading statements to the Company s shareholders. For additional background on the foregoing litigation, please see the section titled Litigation in this Proxy Statement below.

On August 7, 2015, Depomed sent a letter to Horizon indicating its unwillingness to make a counter-offer to the revised Horizon Offer.

On August 10, 2015, Depomed sent a letter to Horizon asking Horizon to clarify the Removal Proposal regarding the removal of the Board and confirming that unaffiliated beneficial owners of shares of Company Common Stock will not be required to provide information that would not be customary for a solicitation process of this nature.

On August 12, 2015, Horizon sent a letter to Depomed in response to the letter immediately above providing clarification with respect to the Removal Proposal and acknowledging Depomed s confirmation that unaffiliated beneficial owners of shares of Company Common Stock would not be required to provide information that would not be customary for a solicitation process of this nature.

On August 13, 2015, Horizon issued a press release and delivered a letter to the Board reiterating the Horizon Offer to acquire Depomed for $33.00 per share in Horizon Ordinary Shares and fixing the exchange ratio of such offer at 0.95 Horizon Ordinary Shares for each share of Company Stock based on the 15-day volume weighted average price of a Horizon Ordinary Share as of August 12, 2015, or $34.74 per share. Additionally, in that same press release and letter, Horizon announced that, subject to its ongoing discussions with Depomed shareholders, it would be willing to amend the Horizon Offer to offer Depomed shareholders a cash-stock mix with up to 25% of the consideration in cash at the election of each respective Depomed shareholder, subject to certain terms and conditions, including a reduction in the total consideration per share to $32.50 per share to partially offset incremental costs associated with including cash as a component of the consideration.

On the same day, Depomed issued a press release, among other things, commenting on the Horizon August 13, 2015 letter and indicating that the Board, consistent with its fiduciary duties, would carefully review and evaluate the revised offer to determine the course of action it believes is in the best interests of Depomed and its shareholders.

On August 14, 2015, Horizon filed amendment no. 1 to the Solicitation Statement with the SEC.

On August 17, 2015, Mr. Walbert sent a letter via email to Mr. Schoeneck reiterating Horizon s desire to reach a consensually negotiated transaction that is mutually beneficial to Horizon s and Depomed s respective shareholders, and noting that based solely upon feedback from Depomed investors, it was Horizon s understanding that Mr. Schoeneck and the Board were ready to meaningfully engage with Horizon. To pave the way for meaningful dialogue, a confidentiality agreement was included with the letter for Depomed s review and execution.

On August 19, 2015, Horizon submitted to Depomed a supplement to the Record Date Request Notice (the Election Record Date Request Notice) to provide for the Election Proposal, i.e., a proposal to elect the Horizon Nominees to the Board, contingent on the Removal Proposal, Horizon s proposal to remove the current Board, being passed, to be included in the agenda for the Removal and Bylaw Amendments Special Meeting and delivered such supplement to Depomed in accordance with the Bylaws.

On the same day, Horizon issued a press release announcing the Election Proposal and the Horizon Nominees.

On the same day, Horizon filed amendment no. 2 to the Solicitation Statement with the SEC to provide for the Election Proposal.

On the same day, following Horizon s submission of the Election Record Date Request Notice, issuance of its foregoing press release and filing of its amendment no. 2 to the Solicitation Statement with the SEC, Depomed issued a press release and delivered a letter to Horizon announcing that the Board had unanimously rejected the Horizon Offer as reiterated by Horizon on August 13, 2015 at a fixed exchange ratio of 0.95 Horizon Ordinary Shares for each share of Company Common Stock. The Board also pre-emptively rejected our possible amendment of the Horizon Offer to offer Depomed shareholders a cash-stock mix with up to 25% of the consideration in cash at the election of each respective Depomed shareholder, subject to certain terms and conditions.

On August 21, 2015, the Horizon Sub filed an *ex parte* application with the Superior Court of the State of California, County of Santa Clara (the Superior Court), for an order to shorten the time for the Superior Court to hear a preliminary injunction motion to enjoin enforcement of the Rights Agreement and Sections 2(b), 2(c) and 2(d) of the Bylaws. That same day, the Company filed an *ex parte* application with the Superior Court for expedited discovery, a briefing schedule and hearing on a preliminary injunction motion for the Company s claims. For additional background on the foregoing litigation, please see the section titled Litigation in this Proxy Statement below.

On the same day, Depomed sent a letter to Horizon indicating, among other things, that it viewed the Record Date Request Notice as premature and that for the Election Proposal to be included in the agenda for the Removal and Bylaw Amendments Special Meeting, Depomed would only be willing to treat the Record Date Request Notice, together with the Election Record Date Request Notice, as a new Record Date Request Notice under the Bylaws that Depomed would deem to have been delivered as of August 19, 2015 rather than August 3, 2015, thereby at a minimum delaying the setting of the Request Record Date for a special meeting by up to sixteen (16) days from our initial submission of our Record Date Request Notice. Depomed asked, alternatively, whether we would confirm that we stood by the Record Date Request Notice as originally submitted on August 3, 2015.

On August 26, 2015, Horizon sent a letter in response to the foregoing Depomed letter that, among other things, asked that Depomed reconsider such rejection but affirmed that, under Depomed s then-current interpretation of the Bylaws, Horizon was willing to request a second, additional special meeting of shareholders to consider the Election Proposal alone (i.e., the Election Special Meeting) and stood by the Record Date Request Notice as originally submitted. Horizon asked, however, that Depomed promptly set the Request Record Dates for the Removal and Bylaw Amendments Special Meeting and Election Special Meeting as of the same date to ensure both that the same group of shareholders was entitled to call the two related special meetings and that Horizon would be able to call the two special meetings as of dates that are close in time, if not the same day.

On August 28, 2015, Horizon filed amendment no. 3 to the Solicitation Statement with the SEC to provide for the calling of the Removal and Bylaw Amendments Special Meeting and the Election Special Meeting in accordance with the foregoing letter it sent to Depomed.

On August 31, 2015, Depomed sent a letter to Horizon stating that the Board had set the Request Record Date for the Removal and Bylaw Amendments Special Meeting as October 29, 2015. However, Depomed neither confirmed the validity of Horizon s Record Date Request Notice for such meeting, reserving the right to nonetheless contest the validity of such notice, nor set the Request Record Date for the Election Special Meeting.

On September 8, 2015, filed the definitive Solicitation Statement.

On the same day, to further demonstrate our commitment to pursuing a combination with Depomed notwithstanding Depomed s ongoing refusal to meaningfully engage with us, Horizon commenced the Exchange Offer and filed a Schedule TO and a Registration Statement on Form S-4. The Exchange Offer was scheduled to expire at 5:00 p.m., Eastern Time, on Friday, November 6, 2015, but was extended on October 26, 2015 to expire at 5:00 p.m., Eastern Time, on November 20, 2015, unless Horizon further extends the period of time for which the Exchange Offer is open. The Exchange Offer is subject to a number of conditions, including that the Board shall have redeemed the poison pill rights granted under the Rights Agreement, or such poison pill rights shall have been otherwise rendered inapplicable to the Exchange Offer.

On the same day, Depomed issued a press release confirming Horizon s announcement of the commencement of the Exchange Offer, noting that the Board would carefully review and evaluate the Exchange Offer and subsequently advise Depomed shareholders of the Board s position regarding the Exchange Offer on a Schedule 14D-9 and advising Depomed shareholders to take no action until the Board s position is so disclosed.

On the same day, Horizon filed a premerger notification under the Hart-Scott-Rodino Antitrust Improvements Act of 1976, as amended (HSR), relating to the proposed acquisition of Depomed.

On September 10, 2015, Horizon filed amendment no. 1 to the Schedule TO, definitive additional soliciting materials and a Form 425 to include a letter to Depomed shareholders regarding the proposed acquisition of Depomed by Horizon and Horizon s solicitation of Depomed shareholders to join us in seeking to call the Removal and Bylaw Amendments Special Meeting and the Election Special Meeting.

On September 14, 2015, Depomed filed a Schedule 14D-9 with the SEC stating, among other things, that the Board unanimously determined that the Exchange Offer is inadequate and not in the best interests of Depomed and its shareholders and that the Board was recommending Depomed shareholders reject the Exchange Offer and not tender their respective shares of Company Common Stock in the Exchange Offer.

On the same day, Depomed filed a preliminary revocation statement on Schedule 14A with the SEC (the Revocation Statement) in opposition to Horizon s Solicitation Statement and solicitation of Depomed shareholders to join us in seeking to call the Removal and Bylaw Amendments Special Meeting and the Election Special Meeting. Depomed stated, among other things, that the Board unanimously determined that such Horizon solicitation is contrary to the best interests of Depomed and its shareholders, vigorously opposed such solicitation and recommended Depomed shareholders not submit revocable proxies and join us in seeking to call such special meetings.

On September 15, 2015, Depomed sent a letter to Horizon stating that the Board had set the Request Record Date for the Election Special Meeting as November 13, 2015. Depomed did not, however, confirm the validity the Election Record Date Request Notice, instead reserving the right to nonetheless contest the validity of such notice.

On the same day, Depomed amended its original complaint in its lawsuit against Horizon to dismiss its claim for violation of the California Uniform Trade Secrets Act and to add the Horizon Sub as a defendant. For additional background on the foregoing litigation, please see the section titled Litigation in this Proxy Statement below.

On September 17, 2015, Horizon filed amendment no. 2 to the Schedule TO, definitive additional soliciting materials and a Form 425 to include an investor presentation regarding the proposed acquisition of Depomed by Horizon and Horizon s solicitation of Depomed shareholders to join us in seeking to call the Removal and Bylaw Amendments Special Meeting and the Election Special Meeting.

On September 18, 2015, Depomed filed amendment no. 1 to its Schedule 14D-9 to include an investor presentation and the September 15, 2015 letter to Horizon.

On September 25, 2015, Horizon filed amendment no. 1 to the Registration Statement on Form S-4, amendment no. 3 to the Schedule TO, definitive additional soliciting materials and Form 425s to, among other things, include a revised version of the September 17, 2015 investor presentation and a letter to Depomed shareholders regarding the informal target date for submitting consents in Horizon s solicitation of Depomed shareholders to join us in seeking to call the Removal and Bylaw Amendments Special Meeting and the Election Special Meeting.

On September 28, 2015, Horizon issued a press release announcing that Institutional Shareholder Services, in a published report, had unequivocally recommended that Depomed shareholders join us in calling the Removal and Bylaw Amendments Special Meeting and the Election Special Meeting after concluding, among other things, that the Rights Agreement and the Bylaws, which were unilaterally adopted by the Board without shareholder approval, materially impact shareholder rights and do not

appear to strike an appropriate balance between the [Board s] need for more time to evaluate hostile bids and shareholders ability to voice their views on strategic and governance decisions[1].

On September 29, 2015, Horizon issued a press release announcing that Glass Lewis & Co., in a published report, had unequivocally recommended that Depomed shareholders join us in calling the Removal and Bylaw Amendments Special Meeting and the Election Special Meeting after concluding, among other things, that the Board has not presented a sufficiently compelling argument for why the recent . . . amendments [to the Bylaws] are necessary or for why it rejected [Horizon s] overtures and that it would be in the best interests of [Depomed] shareholders to consent to the calling of the Removal and Bylaw Amendments Special Meeting and the Election Special Meeting so that the merits of the underlying issues can be more carefully evaluated.[2]

On the same day, Depomed filed amendment no. 1 to the Revocation Statement and amendment no. 2 to its Schedule 14D-9 with the SEC.

On September 30, 2015, Depomed filed its definitive Revocation Statement with the SEC.

On October 7, 2015, Horizon submitted preliminary special meeting requests, along with proxy cards and accompanying voting instructions, for the Removal and Bylaw Amendments Special Meeting and the Election Special Meeting to Depomed on behalf of shareholders representing at least the Special Meeting Percentage requesting that each of the meetings be called for December 4, 2015 (the Preliminary Special Meeting Requests).

On the same day, Horizon announced that another leading proxy advisory firm, Proxy Mosaic, had also unequivocally recommended that Depomed shareholders join us in calling the Removal and Bylaw Amendments Special Meeting and the Election Special Meeting after concluding, among other things, that the Board s scorched earth approach to corporate governance over the past few months suggests that the [B]oard s intention is to delay and obstruct [the Horizon Offer] to the fullest extent possible, and that the Depomed directors have demonstrated a fairly wanton disregard for shareholder franchise.[3]

On October 9, 2015, Horizon announced that the HSR waiting period had expired with respect to Horizon s proposed acquisition of Depomed.

On the same day, Depomed sent a letter to Horizon in response to the Preliminary Special Meeting Requests stating that it would consider any special meeting requests for the Removal and Bylaw Amendments Special Meeting and the Election Special Meeting only after October 29 and November 13, 2015, the respective Request Record Dates for each meeting.

1 Permission to use quoted material was neither sought nor obtained.
2 Permission to use quoted material was neither sought nor obtained.
3 Permission to use quoted material was neither sought nor obtained.

25

OUR PLANS FOR THE REMOVAL AND BYLAW AMENDMENTS SPECIAL MEETING

Horizon is concurrently soliciting your proxy for the Removal and Bylaw Amendments Special Meeting in support of the following Removal and Bylaw Proposals via a separate proxy statement and accompanying WHITE proxy card:

> ***Proposal 1:*** **RESOLVED, that the seven members of the current Board, constituting the entire current Board, Peter D. Staple, Vicente Anido, Jr., Karen A. Dawes, Louis J. Lavigne, Jr., Samuel R. Saks, James A. Schoeneck and David B. Zenoff, as well as any person or persons elected or appointed to the Board without shareholder approval after Depomed s 2015 Annual Meeting of Shareholders, and up to and including the date of the Removal and Bylaw Amendments Special Meeting, be removed from office as directors of the Company, each such removal to become effective upon the election of each successor by the shareholders of the Company.**

Voting Standard

Section 19 of the Bylaws, together with Section 303(a) of the CGCL, provides that all of the directors may be removed without cause if such removal is approved by the affirmative vote of a majority of the outstanding shares of Company Common Stock entitled to vote.

Background

If the Removal Proposal passes, the directors will remain on the Board until successors are duly elected and qualified at a special or annual meeting of the shareholders of the Company. As discussed in the section titled Our Proposals for the Election Special Meeting in this Proxy Statement below, we are currently in the process of soliciting your proxy to vote **FOR** each of the Horizon Nominees pursuant to the Election Proposal at the Election Special Meeting and the Adjournment Proposal and hope to have such meeting called as close in time as possible to the Removal and Bylaw Amendments Special Meeting pursuant to the Bylaws and the CGCL to minimize the time during which the current directors would remain on the Board subject to removal if the Removal Proposal passes. We are seeking to remove Peter D. Staple, Vicente Anido, Jr., Karen A. Dawes, Louis J. Lavigne, Jr., Samuel R. Saks, James A. Schoeneck and David B. Zenoff because we believe they refused to act in the best interests of shareholders by willfully failing to engage in meaningful discussions or negotiations with, or provide information to, Horizon following the Horizon Offer. Further, we are seeking to remove the entire current Board rather than a lesser number of directors based on the view that doing so ensures the greatest likelihood that the successor Board will engage in good faith discussions with Horizon with respect to the Horizon Offer or any future business combination offer from Horizon. Though we seek to remove the entire Board while beneficially owning approximately 3.73% of the outstanding shares of Company Common Stock, we will only succeed in doing so if shareholders holding a majority of the outstanding shares of Company Common Stock entitled to vote at the Removal and Bylaw Amendments

Special Meeting vote in favor of such action. Moreover, we believe such action is in the best interests of all Company shareholders in light of the current Board s actions.

Indeed, the current Board has publicly, unanimously and summarily rejected Horizon s $29.25 per share offer of May 27, 2015, and its increased $33.00 per share offer of July 21, 2015 and has been unwilling to engage in any meaningful discussions with Horizon or provide Horizon access to any additional information relating to the Board s assessment of the Company s value to support a higher offer from Horizon. Horizon s offers represented an approximately 42% and 60% premium, respectively, from the Company s market price of $20.64 at the close of business on July 6, 2015, the day before Horizon s first proposal was publicly announced,

and a premium of [ ]% from the Company s market price of $[ ] at the close of business on [ ], the date of this Proxy Statement. The primary actions taken by the Company have been to adopt the Rights Agreement and amend the Bylaws to make it more difficult for shareholders to call a special meeting.

Proposal 2: **RESOLVED, that the amendments to Sections 2 and 5 of the Bylaws adopted and approved by the Board on July 12, 2015 be and hereby are repealed as set forth in such sections of the Bylaws attached as Exhibit A to the Proxy Statement so as to remove the onerous requirements imposed thereby on the process for calling a special meeting of shareholders and for submitting shareholder proposals.[4]**

Proposal 3: **RESOLVED, that any amendment or provision of the Bylaws adopted and approved by the Board that changes the Bylaws in any way from the version of the Bylaws adopted and approved by the Board on July 12, 2015 through the date of the Removal and Bylaw Amendments Special Meeting be and hereby is repealed, and that the section of the Bylaws entitled AMENDMENT OF BYLAWS be and hereby is amended to eliminate the power of the Board to adopt, amend or repeal the Bylaws from the date of the Removal and Bylaw Amendments Special Meeting through 120 days following such date as set forth in such section of the Bylaws attached as Exhibit A to the Proxy Statement.**

Voting Standard

Section 42 of the Bylaws, together with Section 211 of the CGCL, provides that approval of each of Proposals 2 and 3 requires the affirmative vote of a majority of the outstanding shares of Company Common Stock entitled to vote.

Background

Proposals 2 and 3 are together designed to (i) undo the Board s efforts, via amendments to the Bylaws approved and adopted by the Board on July 12, 2015, to hinder the shareholders

[4] We note that the characterization of the requirements for calling a special meeting of shareholders and for submitting shareholder proposals as onerous is our belief and not a factual statement.

statutory right to call a special meeting and otherwise submit shareholder proposals at any meetings and (ii) prevent the Board from taking any such further actions to amend the Bylaws to attempt to nullify or delay the actions taken by, or proposed to be taken by, the shareholders pursuant to the other Proposals, or to create new obstacles to the consideration by shareholders of the Horizon Offer or any future business combination proposal.

With respect to Proposal 2, the repeal of the amendments as set forth in the language marked as struck out in Sections 2 and 5 in the Bylaws attached as Exhibit A to the Removal and Bylaw Amendments Special Meeting proxy statement simplifies the mechanics for nominating directors or proposing business at any annual or special meeting by removing the burdensome informational and procedural requirements for proposing business and nominating directors imposed by the Board, such as:

- the shareholder having to provide detailed information regarding the business proposed to be conducted, as to the shareholder, any beneficial owner with respect to such shareholder s shares, if any, and any such beneficial owner s control person (as defined in the Bylaws), and as to each nominee, if any, which requirements may in sum require greater disclosure than that required by the federal proxy rules and California law;

- the shareholder having to make a representation regarding its appearance in person or by proxy to present the matters at the applicable meeting; and

- as described herein, to call a special meeting, shareholders must not only meet the Special Meeting Percentage required by the CGCL but must also follow a protracted request process that could take as many as eighty-eight (88) days following the Company s receipt of a valid record date request notice just to secure a record date (i.e., the request record date) pursuant to which a shareholder may solicit other shareholders to obtain the Special Meeting Percentage. The Company has at least one (1) shareholder who owns in excess of 10% of the Company s shares. That shareholder could not, under the Bylaw amendments, call a special meeting without submitting a record date request and waiting up to eighty-eight (88) days for the Company to comply.

The approval by Depomed shareholders of any of the Proposals at the Removal and Bylaw Amendments Special Meeting would not ensure that Depomed pursues or consummates the Horizon Offer or any other business combination with Horizon.

Proposal 4: **RESOLVED, that the adjournment of the Removal and Bylaw Amendments Special Meeting, or any adjournments thereof, to another time and place if necessary or appropriate to, among other things, solicit additional proxies if there are insufficient votes at the time of the Removal and Bylaw Amendments Special Meeting to approve Proposals 1 through 3 be and hereby is approved.**

Voting Standard

Section 9 of the Bylaws, together with Section 602(c) of the CGCL, provide that any meeting of shareholders may be adjourned from time to time by an affirmative vote of a majority of the shares of Company Common Stock entitled to vote and represented either in person or by proxy, whether or not a quorum is present, at such meeting of shareholders.

Removal and Bylaw Amendments Special Meeting Proxy Materials

We are soliciting votes for each of the Removal and Bylaw Proposals by means of a separate proxy statement, which includes more detailed information regarding voting at the Removal and Bylaw Amendments Special Meeting, and a separate WHITE proxy card.

We strongly urge you to vote ***FOR*** *Proposals 1 through 4 at the Removal and Bylaw Amendments Special Meeting by signing, dating and returning the WHITE proxy card enclosed with the separate Removal and Bylaw Amendments Special Meeting proxy statement in the postage paid envelope included therewith. You may also vote by telephone using the toll-free number on the WHITE proxy card or over the Internet using the Internet address on the WHITE proxy card.*

The sole purpose of this solicitation, and the only effect of your return of the BLUE Proxy Card, is to provide Horizon and the named proxies with authority (i) to initiate and vote for the Election Proposals, (ii) to oppose and vote against any other proposals that come before the Election Special Meeting, (iii) to adjourn or postpone the Election Special Meeting if necessary or appropriate to, among other things, solicit additional proxies if there are insufficient votes at the time of the Election Special Meeting to elect any Horizon Nominees and (iv) to oppose and vote against any proposal other than the Adjournment Proposal to adjourn or postpone the Election Special Meeting. Shareholders will not be able to vote on any Removal and Bylaw Proposals at the Election Special Meeting. A vote on the Removal and Bylaw Proposals will only take place at the Removal and Bylaw Amendments Special Meeting.

Neither the calling of the Removal and Bylaw Amendments Special Meeting or the Election Special Meeting nor the approval of any Removal and Bylaw Proposals or the election of any Horizon Nominees pursuant to the Election Proposal at the Election Special Meeting or the approval of the Adjournment Proposal would ensure that Depomed pursues or consummates the Horizon Offer or any other business combination with Horizon.

OUR PROPOSALS FOR THE ELECTION SPECIAL MEETING

Horizon is concurrently soliciting your proxy for the Election Special Meeting in support of the following Election Proposals via this Proxy Statement and an accompanying BLUE Proxy Card:

> ***Election Proposal:*** **RESOLVED, that the following seven individuals be and hereby are elected to serve as directors on the Board, contingent on the Removal Proposal being passed at the Removal and Bylaw Amendments Special Meeting: Robert M. Daines, Charles M. Fleischman, Elizabeth M. Greetham, Jack L. Kaye, Steven A. Lisi, Steven J. Shulman and Ralph H. Thurman.**

Voting Standard

Section 18 of the Bylaws, together with Section 305(a) of the CGCL, provides that only shareholders may elect directors to fill any vacancies arising from any removal of directors by approval of the affirmative vote of a majority of the shares represented and voting at a duly called meeting of shareholders at which a quorum is present (in which shares voting affirmatively also constitute at least a majority of the required quorum). Consequently, if the Removal Proposal passes at the Removal and Bylaw Amendments Special Meeting, the resulting vacancies may only be filled by the shareholders. Pursuant to Section 9 of the Bylaws, a majority of the shares entitled to vote, represented in person or by proxy, shall constitute the required quorum to elect the successor directors pursuant to the Election Proposal.

Background

Each Horizon Nominee named in the Election Proposal has consented to be named in any proxy or solicitation statement and proxy cards to be filed with the SEC and distributed to shareholders of Depomed by Horizon and to serve as a director of the Company, if elected, in accordance with Section 5(d)(i)(2) of the Bylaws. Although the Horizon Nominees have not made any commitment to us if elected other than that they will serve as directors, exercise their independent judgment in accordance with their fiduciary duties in all matters before the Board and otherwise discharge their duties as directors of the Company consistent with all applicable legal requirements, we believe that the Horizon Nominees, if elected, are more likely than the current Board to engage in good faith discussions with Horizon with respect to the Horizon Offer or any future business combination offer from Horizon. Accordingly, if any Horizon Nominees are elected, there can be no assurances that Depomed will meaningfully engage with Horizon regarding the Horizon Offer or any future business combination offer made by Horizon or that the Horizon Offer or any future business combination offer made by Horizon would be consummated. If elected, each Horizon Nominee named in the Election Proposal would serve as a director until the Company s annual meeting in 2016 or an intervening special meeting of Company shareholders at which directors are elected and a successor has been duly elected.

We have, in accordance with SEC requirements, provided shareholders with a way to vote for inclusion of less than all of the Horizon Nominees in the elections contemplated by the Election Proposal by checking the **FOR ALL EXCEPT** box on the BLUE Proxy Card and writing below that box the name(s) of the director(s) that the shareholder does not wish to elect. A proxy marked **WITHHOLD AUTHORITY** for all Horizon Nominees or **FOR ALL EXCEPT** with respect to any specific Horizon Nominee will have the effect of a vote against the election of any such Horizon Nominee.

In the event that the Removal Proposal passes at the Removal and Bylaw Amendments Special Meeting and the directors named or described in the Removal Proposal are removed from the Board creating seven (7) vacancies, and any of the Horizon Nominees is subsequently elected pursuant to the Election Proposal at the Election Special Meeting, then the entire current Board shall have been removed and any vacancies arising on the Board as a result of less than all of the Horizon Nominees being elected shall be subsequently filled by the election of successor directors by Company shareholders at the Company s annual meeting in 2016 or an intervening special meeting.

In the event that the Removal Proposal passes at the Removal and Bylaw Amendments Special Meeting and the directors named or described in the Removal Proposal are removed from the Board creating seven (7) vacancies, but none of the Horizon Nominees are subsequently elected pursuant to the Election Proposal at the Election Special Meeting, then the current Board shall be subject to removal upon their successors otherwise being duly elected and qualified at the Company s annual meeting in 2016 or an intervening special meeting.

*We strongly urge you to vote **FOR** all the Horizon Nominees pursuant to the Election Proposal by signing, dating and returning the enclosed BLUE Proxy Card in the enclosed postage paid envelope. You may also vote by telephone using the toll-free number on the BLUE Proxy Card or over the Internet using the Internet address on the BLUE Proxy Card.*

The approval by Depomed shareholders of the Election Proposal at the Election Special Meeting would not ensure that Depomed pursues or consummates the Horizon Offer or any other business combination with Horizon.

Information Regarding the Horizon Nominees

In the event that the Company shareholders approve the Removal Proposal at the Removal and Bylaw Amendments Special Meeting, i.e., the proposal to remove from office, without cause, the seven (7) members of the current Board, constituting the entire current Board, Peter D. Staple, Vicente Anido, Jr., Karen A. Dawes, Louis J. Lavigne, Jr., Samuel R. Saks, James A. Schoeneck and David B. Zenoff, as well as any person or persons elected or appointed to the Board without shareholder approval after Depomed s 2015 Annual Meeting of Shareholders**,** and up to and including the date of the Removal and Bylaw Amendments Special Meeting, the Election Proposal provides that shareholders elect the Horizon Nominees at the Election Special Meeting. We reserve the right to request the appointment or election of substitute persons for any of the Horizon Nominees named herein. The information herein regarding a particular Horizon Nominee has been furnished to Horizon by such Horizon Nominee.

Name, Address, Age and Employment History. Set forth below are the name, age, business address, present principal occupation, and employment and material occupations, positions, offices, or employments for the past five (5) years of each of the proposed Horizon Nominees.

Name (Citizenship); Business Address	**Age**	**Present Principal Occupation or Employment; Five (5) Year Employment History**
Robert M. Daines Business Address: 559 Nathan Abbot Way Stanford University Stanford, CA 94305	51	Mr. Daines is currently the Pritzker Professor of Law and Business and Co-Director of the Rock Center for Corporate Governance at Stanford Law School. He teaches corporate law, corporate governance, mergers and acquisitions, corporate finance, and the law and economics of complex transactions. Mr. Daines regularly provides business and legal training to corporate directors as part of an executive education program on corporate governance and mergers and acquisitions run by Stanford Law School, Stanford Business School, The University of Chicago Booth School of Business and the Tuck School of Business at Dartmouth. From 1997 to 2004, Mr. Daines was a Professor of Law at New York University School of Law. In 2001 and 1999 he was a Visiting Professor and Visiting Olin Fellow at Yale Law School and Columbia Law School, respectively. Prior to his career as a professor, from 1993 to 1997, Mr. Daines was an Associate in Leveraged Finance at Goldman Sachs & Company, a global investment banking, securities and investment management firm. From 1992 to 1993, Mr. Daines clerked for the Honorable Ralph K. Winter of the United States Court of Appeals for the Second Circuit. Mr. Daines is a former member of the NASDAQ Stock Market Review Council. He is also the former Chair of the Corporate and Securities Law Section of the American Law and Economics Association and the former Chair of the Law and Economics Section of the Association of American Law Schools. Mr. Daines has a J.D. from Yale Law School and a B.S. in Economics and a B.A. in American Studies from Brigham Young University.

		Mr. Daines extensive knowledge of corporate law and corporate governance qualifies him to serve on the Board.
Charles M. Fleischman	57	Mr. Fleischman has served as an Advanced Leadership Fellow at the Harvard Advanced Leadership Initiative since 2015. Mr. Fleischman held multiple positions at Digene Corporation, a biotechnology medical device company that is now part of publicly-traded Qiagen N.V., from 1990 to 2006, including President, Chief Financial Officer, Chief Operating Officer and a director. Prior to Digene Corporation, from 1987 to 1990, Mr. Fleischman was an Associate Director at Furman Selz LLC, an investment firm that is now part of publicly-traded ING Group. Prior thereto, he co-founded what is now ICAP plc, one of the world s premier voice and electronic interdealer broker and a publicly-traded company.
Business Address:		
3565 Curtis Drive, P.O. Box 552		
Teton Village, WY 83025		
		Mr. Fleischman served as director of Cord Blood Registry, a newborn stem cell company that is now part of publicly-traded AMAG Pharmaceuticals, Inc., from 2012 to 2015. He served as director of Assurex Health, Inc., a privately-held personalized medicine company that specializes in pharmacogenomics, from 2014 to 2015. Mr. Fleischman also served as director of One Lambda, Inc., a developer and distributer of a line of histocompatibility typing and antibody detection products, laboratory instrumentation and computer software that is now part of publicly-traded Thermo Fisher Scientific Inc., from 2009 to 2012. Mr. Fleischman also served as a director of Dako A/S, a global leader in tissue-based cancer diagnostics that is now part of publicly-traded Agilent Technologies Inc., from 2007 to 2009. He is also a member of the National Advisory Council, Johns Hopkins University School of Education.
		Mr. Fleischman has a bachelor s degree in History from Harvard College and obtained his M.B.A. from the Wharton Graduate School of the University of Pennsylvania. Mr. Fleischman is qualified to serve on the Board based on his

		leadership experience in the pharmaceutical and medical technology industry. Mr. Fleischman qualifies as an audit committee financial expert.
Elizabeth M. Greetham Business Address: 12 Ensor Mews London SW7 3BT UK	66	Ms. Greetham is currently a member of the Research and Advisory Group and Strategic Advisor to the President of The Place2Be, a UK charity which provides mental and emotional support to school children. Ms. Greetham was the Chairman and Chief Executive Officer of Drug Abuse Sciences, Inc., a privately-held biotechnology company dedicated to developing and marketing therapies for alcohol and drug abusers, from March 1999 to October 2003. Prior to joining DrugAbuse Sciences, Inc., Ms. Greetham was a portfolio manager with Weiss, Peck & Greer, an institutional investment management firm, where she managed the WPG Life Sciences Funds, L.P., which invests in select biotechnology stocks from January 1990 to March 1999. Ms. Greetham has also served on the boards of Guilford Pharmaceuticals Inc., a bioscience company that is now part of publicly-traded Eisai Co., Ltd., Stressgen Biotechnologies Corporation, a biopharmaceutical company that became part of Akela Pharma Inc. and Enzo Biochem, Inc., Pathogenesis Corporation, a chronic infectious diseases drug company that is now part of publicly-traded Novartis International AG, Sangstat Medical Corporation, a global biotechnology company that is now part of publicly-traded Sanofi S.A., Ligand Pharmaceuticals Incorporated, a publicly-traded pharmaceutical company, and King Pharmaceuticals, Inc., a pharmaceutical company that is now part of publicly-traded Pfizer Inc. Ms. Greetham earned a M.A. in Economics from the University of Edinburgh, Scotland. Ms. Greetham is qualified to serve on the Board on the basis of her thirty (30) years of experience in the pharmaceutical and biotechnology industries and

		her financial expertise. Ms. Greetham qualifies as an audit committee financial expert.
Jack L. Kaye Business Address: 184 Tournament Drive Monroe Township, NJ 08831	71	Prior to his retirement in 2006, Mr. Kaye was an audit partner at Deloitte LLP (Deloitte), an international accounting, tax and consulting firm, for twenty-eight (28) years. At Deloitte, he was responsible for serving a diverse client base of public and private, global and domestic, companies in a variety of industries. Mr. Kaye has extensive experience consulting with clients on accounting and reporting matters, private and public debt financings, SEC rules and regulations and corporate governance/Sarbanes-Oxley issues. In addition, he served as Deloitte s Tri-State liaison with the banking and finance community and assisted clients with numerous merger and acquisition transactions. Mr. Kaye served as Partner-in-Charge of Deloitte s Tri-State Core Client practice for more than twenty (20) years. Mr. Kaye is the current Chairman of the Audit Committee of both Keryx Biopharmaceuticals, Inc., a publicly-traded biopharmaceuticals company, and Dyadic International, Inc., a publicly-traded biotechnology company, positions he has held since 2006 and 2015, respectively. He is also a member of the Nominating and Governance and Compensation Committees of these companies. Mr. Kaye s prior board service includes Tongli Pharmaceuticals (USA) Inc., a publicly-traded China-based pharmaceutical company, from June 2008 to September 2009 and Balboa Biosciences, Inc., a privately-held biotech company, from January 2007 to June 2008. Mr. Kaye has a bachelor s degree in Business Administration from Baruch College and is a Certified Public Accountant. Mr. Kaye is qualified to serve on the Board on the basis of Mr. Kaye s financial and accounting expertise and years of executive leadership in the biopharmaceutical industry. Mr. Kaye also qualifies as an audit committee financial expert.

Steven A. Lisi Business Address: 9 McGann Drive Rockville Centre, NY 11570	45	Mr. Lisi served as Senior Vice President of Business and Corporate Development of Flamel Technologies S.A., a publicly-traded specialty pharmaceutical company, from 2012 to 2015. From 2007 to 2012, Mr. Lisi was a partner at Deerfield Management, a global healthcare focused hedge fund. Prior to 2007, Mr. Lisi founded Panacea Asset Management LLC, a global healthcare focused hedge fund, and was a Healthcare Portfolio Manager at Millennium Partners, a hedge fund. Mr. Lisi is the co-founder of MICO Innovations, LLC, a privately-held novel bare metal stent company, and has been the Chairman since 2008. He is also a director and member of the Audit Committee and Finance Committee of Trio Health, a privately-held healthcare IT company, since 2015. Mr. Lisi has a bachelor s degree in Economics from State University of New York at Albany and a master s degree in International Business from Pepperdine University. Mr. Lisi qualifies to serve on the Board on the basis of his leadership experience in the healthcare industry and his financial expertise. Mr. Lisi qualifies as an audit committee financial expert.
Steven J. Shulman Business Address: 35 Ellis Road West Caldwell, NJ 07006	64	Since 2008, Mr. Shulman has served as managing partner of Shulman Family Ventures, a private equity firm. Mr. Shulman served as an operating partner at Water Street Health Partners, a healthcare-focused private equity firm, from 2008 until March 2015. From 2008 until December 2013, Mr. Shulman served as operating partner at Tower Three Partners LLC, a private equity firm. From December 2002 to February 2008, Mr. Shulman served as chairman and chief executive officer of Magellan Health Services, a publicly-traded specialty healthcare management organization. From 2000 to 2002, he served as chairman and chief executive officer of Internet Healthcare Group, an early-stage

healthcare services and technology venture fund that he founded. From 1997 to 1999, Mr. Shulman served as chairman, president and chief executive officer of Prudential Healthcare, Inc., a healthcare services provider that is now part of publicly-traded Aetna, Inc.

He currently serves as Chairman of Accretive Health, Inc., a publicly-traded service and technology provider to healthcare providers and CareCentrix, Inc., a privately-held at-home healthcare provider, positions he has held since 2014 and 2008, respectively. Mr. Shulman currently serves as a director of Healthmarkets, Inc., a publicly-traded technology-enabled health insurance marketplace, Quantum Health, Inc., a privately-held healthcare coordination and consumer navigation company, MedImpact Healthcare Systems, Inc., a privately-held pharmacy benefit manager, and Facet Technologies, LLC, a privately-held microsampling sharps products provider, positions he has held since 2006, 2013, 2013 and 2011, respectively. Mr. Shulman served as Chairman of Health Management Associates, Inc., a healthcare services provider that is now part of publicly-traded Community Health Systems, Inc., from 2013 to 2014. Mr. Shulman also served on the board of Access MediQuip, LLC, a privately-held surgical and implant management solutions company, from April 2009 to May 2015 and Digital Insurance, Inc., a privately-held employee benefits agency, from 1999 to 2013. He also serves on the Dean s Council at the State University of New York at Stony Brook.

Mr. Shulman has a bachelor s degree in Economics and a master s degree in Health Services Administration from the State University of New York at Stony Brook. He also completed the Advanced Management program at Stanford University Graduate School of Business. Mr. Shulman s experience in private equity investment, his experience as an operating partner for a healthcare private equity firm and his

		experience as chief executive of several large organizations in the healthcare industry, as well as his financial expertise, qualifies him to serve on the Board.
Ralph H. Thurman Business Address: 139 Dutton Mill Rd Malvern, PA 19355	66	Mr. Thurman has served as a private equity senior advisor and operating executive since 2008. He is currently a member of the executive investment council of Levitt Equity Partners and a Senior Advisor for BC Partners, both private equity firms. Mr. Thurman served as an Operating Partner at AEA Investments LP, a private equity firm, from October 2012 through March 2014. Before joining AEA Investments LP, Mr. Thurman was a Senior Advisor at New Mountain Capital, LLC, a private and public equity investment firm, from May 2008 until October 2012. Mr. Thurman has served as a director of Presbia PLC, a publicly-traded ophthalmic device company, since October 2013 and has served as its Executive Chairman since January 2014. Mr. Thurman was the Executive Chairman of Cogent HMG, a portfolio company of AEA Investments LP engaged in healthcare technology, from October 2012 through March 2014. From July 2008 to October 2011, Mr. Thurman served as a director of CardioNet, Inc., a publicly-traded global medical technology company focused on diagnosing and monitoring cardiac arrhythmias, where he also served as Executive Chairman from July 2008 to January 2009, as President and Chief Executive Officer from February 2009 to June 2010 and as Chairman from June 2009 until his resignation from the board of directors in October 2011. From 2000 to 2007, he was a Founder, Chairman and Chief Executive Officer of VIASYS Healthcare Inc., a privately-held healthcare technology company. From 2001 to 2006, Mr. Thurman was Lead Director of Valeant Pharmaceuticals International, a publicly-traded global pharmaceutical company. Mr. Thurman served as a director of Enzon, Inc., a

publicly-traded biotechnology company, from 1993 to 2001 and served as Chairman from 1996 to 2001. From 1998 to 2000, Mr. Thurman served as Chairman and Chief Executive Officer of Strategic Reserves LLC, a privately-held company providing funding and strategic direction to healthcare technology companies. Prior to that, he served as Chairman and Chief Executive Officer of Corning Life Sciences, Inc., a subsidiary of publicly-traded Corning Incorporated that manufactures laboratory products for life sciences research from 1993 to 1998 and held various positions at Rhône-Poulenc Rorer Pharmaceuticals, Inc., a pharmaceutical company that is now part of publicly-traded Sanofi S.A., from 1984 to 1993, including President of both Rorer Pharmaceuticals, Inc. and Rhône-Poulenc Rorer Pharmaceuticals, Inc. Mr. Thurman currently serves on the board of directors of Allscripts Healthcare Solutions, Inc., a publicly-traded provider of practice management and electronic health record technology services for the healthcare industry. From November 2013 to February 2014, Mr. Thurman served as a director of Orthofix International N.V., a publicly-traded medical devices company. From January 2013 to November 2014, Mr. Thurman served as a director of Arno Therapeutics, Inc., a publicly-traded biopharmaceutical company.

Mr. Thurman received a B.S. in Economics from Virginia Polytechnic Institute and a M.A. in Management from Webster University. Mr. Thurman is qualified to serve as a director of the Company on the basis of his valuable financial and corporate governance expertise. Mr. Thurman qualifies as an audit committee financial expert.

Additional Information about the Horizon Nominees. Each Horizon Nominee named in this Proxy Statement is independent under the Board s independence guidelines, the applicable rules of Nasdaq, and the independence standards applicable to the Company under paragraph (a)(1) of Item 407 of Regulation S-K under the Securities Exchange Act of 1934, as

amended (the Exchange Act). Furthermore, all of the Horizon Nominees are independent of and unaffiliated with Horizon.

Each Horizon Nominee who will serve on the audit committee of the Board meets the financial literacy requirements under the applicable rules of Nasdaq, and Ms. Greetham and Messrs. Fleischman, Kaye, Lisi and Thurman each qualifies as an audit committee financial expert under the applicable rules of Nasdaq.

Each Horizon Nominee named herein has consented to be named in any proxy or solicitation statement and proxy cards to be filed with the SEC and distributed to shareholders of Depomed by Horizon and to serve as a director of the Company, if elected. If these Horizon Nominees are elected, they intend to discharge their duties as directors of the Company consistent with all applicable legal requirements, including the fiduciary obligations imposed upon corporate directors under the CGCL. If elected, each of the Horizon Nominees would serve as a director until the Company s annual meeting in 2016 or an intervening special meeting of shareholders at which directors are elected and a successor has been duly elected.

If elected, the Horizon Nominees will be entitled to such compensation from the Company as may be determined by the Company for non-employee directors, and which is described in the Company s Definitive Proxy Statement for the 2015 Annual Meeting of Shareholders, as filed with the SEC on April 6, 2015.

None of the Horizon Nominees directly or indirectly beneficially or of record own any shares of capital stock or other securities of the Company.

Each of the Horizon Nominees has entered into a nominee agreement (the Horizon Nominee Agreements) pursuant to which Horizon Pharma public limited company has agreed to pay each such Nominee $10,000 upon the execution of the applicable Horizon Nominee Agreement and $40,000 in the event that such Nominee serves as a nominee for election to the Board at the Election Special Meeting until the Election Special Meeting (or the earlier abandonment of the proxy solicitation to be conducted by Horizon in respect of the Election Special Meeting), and to defend and indemnify such Horizon Nominees against, and with respect to, any losses that may be incurred by them in the event they become a party to litigation based on their nomination as candidates for election to the Board and the solicitation of proxies in support of their election. Horizon will reimburse the Horizon Nominees for the fees and disbursements, up to an agreed upon cap, arising in connection with the proxy solicitations to be conducted by Horizon in respect of the Removal and Bylaw Amendments Special Meeting and the Election Special Meeting of one external legal counsel to be retained by the Horizon Nominees to represent all of them in connection with such proxy solicitations. The Horizon Nominees will not receive any compensation from Horizon for their services as directors of the Company if elected. If elected, the Horizon Nominees will be entitled to such compensation from the Company as is consistent with the Company s practices for services of non-employee directors. Except as disclosed above, there are no agreements, arrangements or understandings between or among any of (i) Horizon, (ii) each Horizon Nominee and (iii) any other person, in each case, pursuant to which the nominations of the Horizon Nominees are being made by Horizon.

No Horizon Nominee or any associate of a Horizon Nominee is a party adverse to the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries in any material proceeding, and there is no event that occurred during the past ten (10) years with respect to any of the Horizon Nominees that is required to be described under 401(d) or 401(f) of Regulation S-K.

Filling of Vacancies. Section 18 of the Bylaws, together with Section 305(a) of the CGCL, provides that only shareholders may elect directors to fill any vacancies arising from any removal of directors by approval the affirmative vote of a majority of the shares represented and voting at a duly meeting of shareholders at which a quorum is present (which shares voting affirmatively also constitute at least a majority of the required quorum).

Adjournment Proposal: **RESOLVED, that the adjournment of the Election Special Meeting, or any adjournments thereof, to another time and place if necessary or appropriate to, among other things, solicit additional proxies if there are insufficient votes at the time of the Election Special Meeting to elect any Horizon Nominees be and hereby is approved.**

Voting Standard

Section 9 of the Bylaws, together with Section 602(c) of the CGCL, provide that any meeting of shareholders may be adjourned from time to time by an affirmative vote of a majority of the shares of Company Common Stock entitled to vote represented either in person or by proxy, whether or not a quorum is present, at such meeting of shareholders.

Why We Are Calling the Election Special Meeting

We are incurring the expense and formality of seeking to call the Election Special Meeting solely to consider the Election Proposal, which proposal is contingent on passage of the Removal Proposal at the Removal and Bylaw Amendments Special Meeting, to avoid, as much as we believe possible, any further Depomed-caused impediments to shareholder action. On August 19, 2015, we submitted to the Company the Election Record Date Request Notice to supplement the Record Date Request Notice by introducing the Election Proposal into the agenda for the Removal and Bylaw Amendments Special Meeting. We sought to supplement the agenda for the Removal and Bylaw Amendments Special Meeting before the Company had set the Request Record Date. The Company was not, therefore, prejudiced in any way by such supplement. Nonetheless, on August 21, 2015, the Company notified us that it had essentially rejected the Election Record Date Request Notice as a supplement by stating that under its interpretation of the Bylaws, it would consider such supplement together with the Record Date Request Notice only by treating the two together as a new record date request notice delivered on August 19, 2015 rather than the original date of the Record Date Request Notice, August 3, 2015, for purposes of the Bylaws. Such treatment by the Company could have resulted in a delay of up to sixteen (16) days in the setting of the Request Record Date, subject to still more possible delays upon the Company s further review of the Record Date Request Notice and the Election Record Date Request Notice.

To try and avoid such potential sixteen (16)-day delay in the setting of the Request Record Date, we stood by the Record Date Request Notice as submitted to the Company on August 3 as a record date request notice under the Bylaws to call the Removal and Bylaw Amendments Special Meeting. Further, we asked that under the Bylaws, the Company treat the Election Record Date Request Notice as a second, stand-alone record date request notice for the calling of a second, additional special meeting solely to consider and vote on the Election Proposal, i.e., the Election Special Meeting. We had also asked that the Company set the same request record date for both the Removal and Bylaw Amendments Special Meeting and the Election Special Meeting to ensure both that the same group of shareholders were entitled to call the Removal and Bylaw Amendments Special Meeting and the Election Special Meeting and that Horizon is able to call such special meetings as of dates that are close in time, if not the same day, under the Company s shareholder-called special meeting process. Notwithstanding our request, the Company has set the Request Record Date for the Election Special Meeting as November 13, 2015, or about two weeks after the Request Record Date for the Removal and Bylaw Amendments Special Meeting.

Neither the calling of the Removal and Bylaw Amendments Special Meeting or the Election Special Meeting nor the approval of any Removal and Bylaw Proposals or the election of any Horizon Nominees pursuant to the Election Proposal at the Election Special Meeting or the approval of the Adjournment Proposal would ensure that Depomed pursues or consummates the Horizon Offer or any other business combination with Horizon.

OTHER AUTHORIZATIONS FOR THE ELECTION SPECIAL MEETING

Other Proposals

As of the date hereof, we do not expect any matters other than the Election Proposals to be considered and voted upon at the Election Special Meeting. In the event that Depomed includes any additional proposals for consideration at the Election Special Meeting in the notice to Depomed shareholders of such meeting, pursuant to the BLUE Proxy Cards, we are requesting discretionary authority to oppose and vote against any proposals other than the Election Proposals that come before the Election Special Meeting. Under the Bylaws and the CGCL, absent a waiver of notice or consent to holding the Election Special Meeting, in each case from Depomed shareholders not present in person or by proxy at the Election Special Meeting, only those matters set forth in the notice to Depomed shareholders of the Election Special Meeting may be considered and voted upon at such meeting. Under the Bylaws and the CGCL, Depomed may include its own proposals for consideration at the Election Special Meeting in such meeting notice.

Adjournment and Postponement

As of the date hereof, we do not expect the Election Special Meeting to be adjourned or postponed to a later time and date. Under the Bylaws and the CGCL, Depomed shareholders, by a majority vote at the Election Special Meeting by the holders of Company Common Stock entitled to vote and represented in person or by proxy, whether or not a quorum is present, may adjourn the meeting to another time or place without further notice. If the adjournment is for more than forty-five (45) days or, if after the adjournment, a new record date is fixed for the adjourned meeting, a new notice of the adjourned meeting will be given to each shareholder of record entitled to vote at the adjourned meeting. Pursuant to the BLUE Proxy Cards, we are requesting authority (i) to initiate and vote for the Adjournment Proposal, (ii) to adjourn or postpone the Election Special Meeting if necessary or appropriate to, among other things, solicit additional proxies if there are insufficient votes at the time of the Election Special Meeting to elect any Horizon Nominee pursuant to the Election Proposal and (iii) to oppose and vote against any proposal other than the Adjournment Proposal to adjourn or postpone the Election Special Meeting.

ELECTION SPECIAL MEETING VOTING PROCEDURES

Record Date; Vote Per Share

Depomed has one (1) class of voting shares outstanding and, as of September 10, 2015, there were 60,367,385 shares of Company Common Stock outstanding as reported in the Revocation Statement filed by the Company with the SEC on September 14, 2015. Only holders of record on the Record Date are entitled to receive notice of the Election Special Meeting and to vote the shares of Company Common Stock that they held on the Record Date at the Election Special Meeting. Each share of Company Common Stock will have one (1) vote on each matter to be voted on at the Election Special Meeting. Depomed shareholders will not be entitled to cumulate their votes. The Record Date has been set for the close of business on [ ], 2015. To the extent you sell your shares on or prior to the Record Date for the Election Special Meeting, you will not have the right to vote on the Election Proposals at the Election Special Meeting.

Quorum

A majority of the outstanding shares of Company Common Stock entitled to vote at the Election Special Meeting must be present in person or by proxy in order for there to be a quorum at the Election Special Meeting. Shareholders of record who are present at the Election Special Meeting in person or by proxy and who abstain from voting or withhold authority from voting, including brokers holding customers shares of record who cause abstentions or withhold-authority-from-voting to be recorded at the Election Special Meeting, will have their shares of Company Common Stock included in the number of shares represented at the Election Special Meeting for purposes of determining whether a quorum is present. Shares of Company Common Stock represented by broker non-votes (as described below), if any, will also be included in the number of shares of Company Common Stock treated as represented at the Election Special Meeting for purposes of determining whether a quorum is present.

Representations of Requesting Shareholders

If you joined us in calling the Election Special Meeting by granting us the authority to request the calling of such meeting on your behalf, then as a result of what we believe are onerous provisions in the Bylaws, you had to represent on such authorizing proxy that (i) you would notify the Company in writing within five (5) business days after the Record Date of the class or series and number of shares of stock of the Company owned of record by you, if any, and (ii) you intended to appear in person or by proxy at the Election Special Meeting to propose such business as proposed in the Election Record Date Request Notice.

So as not to possibly invalidate such proxy for the calling of the Election Special Meeting and to comply with the Bylaws, if you are such a shareholder, please provide the Company the foregoing written notice of shares owned of record by you in writing by [ ], 2015 along with a copy to us c/o MacKenzie Partners, Inc. at 105 Madison Avenue, New York, NY 10016, so

that we will be aware of all updates and will be able to ensure compliance with such notice requirement.

As your proxy for the calling of the Election Special Meeting will not count as a vote **FOR** the election of any of the Horizon Nominees pursuant to the Election Proposal or the Adjournment Proposal, however, we also ask that you please submit a signed and completed BLUE Proxy Card so as to authorize us to initiate a vote on the Election Proposals by proxy on your behalf.

Broker Non-Votes; Abstentions

If you hold your shares through a bank, broker or other nominee (that is, in street name) and do not provide voting instructions to your bank, broker or other nominee, your shares will not be voted on any proposal on which your broker does not have discretionary authority to vote. In this case, a broker non-vote occurs.

For the Election Proposal, a proxy marked **WITHHOLD AUTHORITY** for all Horizon Nominees or **FOR ALL EXCEPT** with respect to any specific Horizon Nominee and broker non-votes, if any, will each have the effect of a vote against each applicable Horizon Nominee. For the Adjournment Proposal, abstentions will have the effect of a vote **AGAINST** the proposal, and broker non-votes will have no effect on such vote.

Voting Methods

Voting by Mail. A BLUE Proxy Card is enclosed for your use. Whether or not you expect to attend the Election Special Meeting, please sign, date and mail your BLUE Proxy Card promptly in the enclosed postage paid envelope provided.

Voting by Telephone. If you live in the United States, you may vote your proxy toll-free 24 hours a day, 7 days a week up until 11:59 P.M. Eastern Time on [ ], 2015 by calling the toll-free telephone number on the BLUE Proxy Card. Please refer to the voting instructions on the BLUE Proxy Card. If you vote by telephone, please do not return your BLUE Proxy Card by mail.

Voting via the Internet. If you wish to vote via the Internet, you may submit your proxy from any location in the world 24 hours a day, 7 days a week, up until 11:59 P.M. Eastern Time on [ ], 2015 by visiting the website provided on the BLUE Proxy Card. Please refer to the voting instructions on the BLUE Proxy Card. If you vote through the Internet, please do not return your BLUE Proxy Card by mail.

Vote in person by attending the Election Special Meeting. Written ballots will be distributed to shareholders who wish to vote in person at the Election Special Meeting. If you hold your shares through a bank, broker or other nominee, you must obtain a legal proxy from such custodian in order to vote in person at the Election Special Meeting.

Revocable Proxies

Company shareholders who execute and deliver BLUE Proxy Cards solicited on behalf of Horizon in connection with the Election Proposals at the Election Special Meeting will be permitted to revoke such proxies at any time before the proxy is exercised at the Election Special Meeting by:

delivering an instrument revoking the earlier proxy card, or a duly executed later-dated proxy card for the same shares, including a Company-furnished proxy card, to MacKenzie Partners, our proxy solicitor, at 105 Madison Avenue, New York, NY 10016;

filing with the Company s Corporate Secretary prior to the Election Special Meeting either a notice of revocation or a duly executed later dated proxy for the same shares, including a Company-furnished proxy card;

if you have voted by telephone or through the Internet, calling the same toll-free number or by accessing the same web site and following the instructions provided on the BLUE Proxy Card; or

voting in person at the Election Special Meeting.

Please note that if your shares of Company Common Stock are held in street name by a broker or other nominee, you must follow the instructions set forth in the instruction cards to revoke your earlier vote.

We strongly urge you <u>not</u> to sign any proxy card sent to you by Depomed with respect to the Election Special Meeting. If you have already voted any proxy card that the Company may have sent you, you can change your vote by signing, dating and returning the BLUE Proxy Card to MacKenzie Partners at its address set forth below or by making use of the Internet and telephone voting facilities described above. If you hold your shares through a bank, broker or other nominee, you will need to contact your bank, broker or nominee and follow their instructions if you want to revoke a proxy or change your vote. Only your latest signed and dated proxy will count at the Election Special Meeting.

SOLICITATION OF PROXIES; EXPENSES

The entire expense of preparing and mailing this Proxy Statement and any other soliciting material and the total expenditures relating to the solicitation of proxies for the Election Proposals at the Election Special Meeting will be borne by Horizon. In addition to the use of the mails, requests may be solicited by Horizon by mail, courier services, Internet, email, telephone, telegraph, facsimile, advertisements or in person. Banks, brokerage houses, and other custodians, nominees and fiduciaries will be requested to forward solicitation material to the beneficial owners of Company Common Stock that such institutions hold, and Horizon will reimburse such institutions for their reasonable out-of-pocket expenses in so doing.

Horizon has retained MacKenzie Partners, a proxy solicitation firm, to assist in the proxy solicitation in connection with the Election Special Meeting. Horizon has agreed to pay MacKenzie Partners customary fees as may be mutually agreed. In addition, Horizon will reimburse MacKenzie Partners for its reasonable disbursements. MacKenzie Partners will be indemnified against certain liabilities and expenses. That firm will utilize approximately thirty-five (35) persons in its solicitation efforts.

Horizon estimates that its total expenditures relating to the solicitation of proxies for approval of the Removal and Bylaw Proposals and the Election Proposals at the Removal and Bylaw Amendments Special Meeting and the Election Special Meeting, respectively, will be approximately $[ ], excluding litigation costs. Total expenditures incurred to date relating to these solicitations have been approximately $[ ], excluding litigation costs.

LITIGATION

On August 3, 2015, the Horizon Sub filed a lawsuit in the Superior Court naming as defendants the Company and the members of its Board, Vicente J. Anido, Jr., Karen A. Dawes, Louis J. Lavigne, Jr., Samuel R. Saks, James A. Schoeneck, Peter D. Staple, and David B. Zenoff. The lawsuit is captioned *Horizon Pharma, Inc. v. Vicente J. Anido, Jr., et al.*, Case Number 1:15-cv-283835. The lawsuit alleges that the adoption by the Board of the Rights Agreement and Sections 2(b), 2(c), 2(d), and 5(d) of the Bylaws violates the CGCL, constitutes ultra vires acts, and breaches the fiduciary duties of the members of the Board. The lawsuit seeks, among other things, an order (i) declaring that the Rights Agreement and Sections 2(b), 2(c), and 2(d) of the Bylaws are invalid under California law, (ii) declaring that the members of the Board breached their fiduciary duties by enacting the Rights Agreement and Sections 2(b), 2(c), 2(d), and 5(d) of the Bylaws, (iii) enjoining the members of the Board from relying on, implementing, applying or enforcing either the Rights Agreement or Sections 2(b), 2(c), 2(d), or 5(d) of the Bylaws, (iv) enjoining the members of the Board from taking any improper action designed to impede, or which has the effect of impeding, the Horizon Offer or the efforts of Horizon to acquire control of the Company, and (v) compelling the members of the Board to redeem the Rights Agreement or to render it inapplicable to Horizon.

On August 3, 2015, the Company filed a lawsuit in the Superior Court against Horizon Pharma public limited company. The lawsuit is captioned *Depomed, Inc. v. Horizon Pharma plc, et al.*, Case Number 1:15-cv-283834. The original complaint asserted a claim for violation

of the California Uniform Trade Secrets Act and breach of contract in connection with Horizon Pharma public limited company s alleged use in making the Horizon Offer of information obtained pursuant to a confidentiality agreement entered into as part of Horizon Pharma public limited company s consideration of a business arrangement with Janssen Pharmaceuticals Inc. relating to its U.S. rights to NUCYNTA, which are now owned by the Company. The original complaint also alleged, among other things, that Horizon Pharma public limited company made fraudulent and materially misleading statements to the Company s shareholders. On September 15, 2015, the Company amended its original complaint to dismiss its claim for violation of the California Uniform Trade Secrets Act and to add the Horizon Sub as a defendant. The lawsuit seeks, among other relief, an injunction (i) to prevent Horizon from continuing its allegedly improper and unlawful use of the Company s confidential data and (ii) to prevent Horizon from continuing to make and failing to correct its allegedly false and misleading statements in connection with the Horizon Offer.

In both of the above litigation matters, the Superior Court has calendared for November 5, 2015 a hearing on: (i) a preliminary injunction motion by the Horizon Sub to enjoin enforcement of the Rights Agreement and Sections 2(b), 2(c) and 2(d) of the Bylaws; and (ii) a preliminary injunction motion by the Company for its claims against Horizon.

CERTAIN INFORMATION REGARDING THE PARTICIPANTS

Horizon and the Horizon Sub may be deemed participants under SEC rules in this solicitation of proxies, in addition to the Horizon Nominees, Horizon s directors, Timothy P. Walbert, Chairman, President and CEO; William F. Daniel; Michael Grey; Jeff Himawan; Virinder Nohria; Ronald Pauli; Gino Santini; and H. Thomas Watkins, and the following other executives and employees of Horizon: Robert F. Carey, Executive Vice President, Chief Business Officer; Paul W. Hoelscher, Executive Vice President, Chief Financial Officer; David G. Kelley, Executive Vice President, Company Secretary and Managing Director, Ireland; John J. Kody, Executive Vice President, Chief Commercial Officer; Barry J. Moze, Executive Vice President, Corporate Development; Jeffrey W. Sherman, Executive Vice President, Research and Development and Chief Medical Officer; Miles McHugh, Senior Vice President and Chief Accounting Officer; John Thomas, Executive Vice President, Corporate Strategy and Investor Relations; Brian Beeler, Executive Vice President and General Counsel; Geoffrey M. Curtis, Group Vice President, Communications; and Tina Ventura, Vice President, Investor Relations.

The principal office and address for Horizon, Horizon s directors and the foregoing executive and employees of Horizon is Connaught House, 1st Floor, 1 Burlington Road, Dublin 4, Ireland. The principal office and address for the Horizon Sub is 520 Lake Cook Road, Suite 520, Deerfield, IL 60015.

The principal business of Horizon and the Horizon Sub is developing, acquiring, or in licensing and commercializing differentiated biopharmaceutical products that address unmet medical needs.

The principal occupation or employment of each of Horizon s directors is disclosed on Horizon s Definitive Proxy Statement for the 2015 Annual Meeting of Shareholders, as filed with the SEC on April 7, 2015.

The principal occupation or employment and principal business address of each Horizon Nominee is set forth in the section titled Our Proposals for the Election Special Meeting Information Regarding the Horizon Nominees of this Proxy Statement.

For information regarding purchases and sales of securities of the Company during the past two years by the participants in this solicitation, see Schedule I of this Proxy Statement.

Except as set forth in this Proxy Statement (including the Schedules and Exhibits), (i) during the past 10 years, no participant in this solicitation has been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors); (ii) no participant in this solicitation directly or indirectly beneficially owns any securities of the Company; (iii) no participant in this solicitation owns any securities of the Company which are owned of record but not beneficially; (iv) no participant in this solicitation has purchased or sold any securities of the Company during the past two years; (v) no part of the purchase price or market value of the securities of the Company owned by any participant in this solicitation is represented by funds borrowed or otherwise obtained for the purpose of acquiring or holding such securities; (vi) no participant in this solicitation is, or within the past year was, a party to any contract, arrangements or understandings with any person with respect to any securities of the Company, including, but not limited to, joint ventures, loan or option arrangements, puts or calls, guarantees against loss or guarantees of profit, division of losses or profits, or the giving or withholding of proxies; (vii) no associate of any participant in this solicitation owns beneficially, directly or indirectly, any securities of the Company; (viii) no participant in this solicitation owns beneficially, directly or indirectly, any securities of any parent or subsidiary of the Company; (ix) no participant in this solicitation or any of his, her or its associates was a party to any transaction, or series of similar transactions, since the beginning of the Company s last fiscal year, or is a party to any currently proposed transaction, or series of similar transactions, to which the Company or any of its subsidiaries was or is to be a party, in which the amount involved exceeds $120,000; (x) no participant in this solicitation or any of his, her or its associates has any arrangement or understanding with any person with respect to any future employment by the Company or its affiliates, or with respect to any future transactions to which the Company or any of its affiliates will or may be a party; (xi) no participant in this solicitation has a substantial interest, direct or indirect, by securities holdings or otherwise in any matter to be acted on at the special meeting; (xii) no participant in this solicitation holds any positions or offices with the Company; (xiii) no participant in this solicitation has a family relationship with any director, executive officer, or person nominated or chosen by the Company to become a director or executive officer; and (xiv) no corporations or organizations, with which any participant in this solicitation has been employed in the past five years, is a parent, subsidiary or other affiliate of the Company. Except as set forth in this Proxy Statement (including the Schedules and Exhibits), there are no material proceedings to which any participant in this solicitation or any of his, her or its associates is a party adverse to

the Company or any of its subsidiaries or has a material interest adverse to the Company or any of its subsidiaries.

For the purposes of the foregoing, (i) the term associates shall have the meaning ascribed to that term in Rule 14a-1 of Regulation 14A under the Exchange Act and (ii) the term family relationship shall have the meanings ascribed to that term in Item 404(a) and Item 401(d), respectively, of Regulation S-K under the Exchange Act.

CERTAIN EFFECTS RELATED TO THIS SOLICITATION

2021 Notes

Based on a review of the Company s public filings with the SEC, pursuant to the First Supplemental Indenture, dated as of September 9, 2014 to the Indenture dated as of September 9, 2014, between the Company and The Bank of New York Mellon Trust Company, N.A. (the Supplemental Indenture), regarding certain 2.50% Convertible Senior Notes due 2021 (the 2021 Notes), the Removal and Bylaw Proposals, if passed, and the Election Proposal, if any Horizon Nominee is elected pursuant to it, are not likely to result in any payments in connection with a Fundamental Change (as defined in the Supplemental Indenture), which definition includes the consummation of (i) any recapitalization, reclassification or change of the Company Common Stock (other than changes resulting from a subdivision or combination) as a result of which the Company Common Stock would be converted into, or exchanged for, stock, other securities, other property or assets; (ii) any share exchange, consolidation or merger of the Company pursuant to which the Company Common Stock would be converted into cash, securities or other property or assets; or (iii) any sale, lease or other transfer in one transaction or a series of transactions of all or substantially all of the consolidated assets of the Company and its subsidiaries, taken as a whole, to any person other than one of the Company s subsidiaries; provided, however, that a transaction described in clause (ii) in which all persons in whose names at the time each particular 2021 Note is registered in the Company s note register of all classes of the Company s Common Equity (as defined in the Supplemental Indenture) immediately prior to such transaction own, directly or indirectly, more than 50% of all classes of Common Equity of the continuing or surviving corporation or transferee or the parent thereof immediately after such transaction in substantially the same proportions as such ownership immediately prior to such transaction shall not be a Fundamental Change. However, any of the transactions listed in clauses (i) through (iii) of the foregoing sentence will not constitute a Fundamental Change if at least 90% of the consideration received or to be received by holders of Company Common Stock, excluding cash payments for fractional shares, in connection with such transaction or transactions consists of shares of publicly listed common stock and as a result of such transactions the 2021 Notes become convertible into such consideration, excluding cash payments for fractional shares. The Removal and Bylaw Proposals, if passed, and the Election Proposal, if any Horizon Nominee is elected pursuant to it, would not otherwise trigger a Fundamental Change under the 2021 Notes.

Senior Secured Notes

Further based on a review of the Company s public filings with the SEC, pursuant to the Note Purchase Agreement, dated as of March 12, 2015, by and between the Company, the purchasers party thereto from time to time (Purchasers), and Deerfield Private Design Fund III, L.P. (the Note Purchase Agreement), pursuant to which the Company requested that the Purchasers purchase an aggregate principal amount of $575,000,000 of the Company s senior secured notes (the Senior Secured Notes), the Removal and Bylaw Proposals and the Election Proposal are not likely to result in any prepayment obligations and penalty prepayment premiums in connection with a Major Transaction under the Note Purchase Agreement. We cannot confirm whether this would be the case as of the date hereof as operative provisions of the Note Purchase Agreement as publicly disclosed have received confidential treatment. As publicly disclosed, a Major Transaction includes a consolidation, merger, exchange of shares, recapitalization, reorganization, business combination or any other event following which the holders of Company Common Stock immediately preceding such consolidation, merger, exchange, recapitalization, reorganization, combination or event either (i) no longer hold a majority of the shares of Company Common Stock or (ii) no longer have the ability to elect a majority of the Board.

2014 Omnibus Incentive Plan

Further based on a review of the Company s public filings with the SEC, pursuant to the 2014 Omnibus Incentive Plan, effective as of February 19, 2014, the Removal Proposal if passed at the Removal and Bylaw Amendments Special Meeting without election of any Horizon Nominee pursuant to the Election Proposal or the Removal Proposal if passed at the Removal and Bylaw Amendments Special Meeting together with the election of any Horizon Nominee pursuant to the Election Proposal could each potentially result in a Change in Control. A Change in Control means any event so determined by the Board and that also constitutes a change in the ownership or effective control of the Company or change in ownership of a substantial portion of the assets of the Company within the meaning of Internal Revenue Code Section 409A(a)(2)(A)(v) (provided, that the Board may specify a definition of Change in Control in an award agreement that is not inconsistent with this definition of Change in Control), and accordingly the Board may so determine that the Removal Proposal if passed at the Removal and Bylaw Amendments Special Meeting without election of any Horizon Nominee pursuant to the Election Proposal or the Removal Proposal if passed at the Removal and Bylaw Amendments Special Meeting together with the election of any Horizon Nominee pursuant to the Election Proposal qualifies as a Change in Control. In the event of a Change in Control, the Compensation Committee of the Board can accelerate the vesting or exercisability of an award, eliminate or make less restrictive any restrictions in an award, waive any restriction or other provision of the plan or an award or otherwise amend or modify an award in any manner that is, in either case, (i) not materially adverse to the participant to whom such award was granted, (ii) consented to by such participant or (iii) authorized by section 15(c) of the plan; provided, however, that subject to certain exceptions, no such action shall permit the term of any option or stock appreciation right to be greater than ten (10) years from its grant date.

2004 Equity Incentive Plan

Further based on a review of the Company s public filings with the SEC, pursuant to the Company s 2004 Equity Incentive Plan, as amended on December 20, 2011, the Removal Proposal if passed at the Removal and Bylaw Amendments Special Meeting without election of any Horizon Nominee pursuant to the Election Proposal or the Removal Proposal if passed at the Removal and Bylaw Amendments Special Meeting together with the election of any Horizon Nominee pursuant to the Election Proposal could each potentially result in a Change in Control within the meaning of the 2004 Equity Incentive Plan, while the remaining Removal and Bylaw Proposals are not likely to result in such event.

Examples of transactions or events that the Board may treat as Changes in Control are: (i) any person or entity, including a group as contemplated by Section 13(d)(3) of the Exchange Act, acquires securities holding 50% or more of the total combined voting power or value of the Company, or (ii) as a result of or in connection with a contested election of Company directors, the persons who were Company directors immediately before the election cease to constitute a majority of the Board. Accordingly, the Board could potentially provide that the passage of the Removal Proposal at the Removal and Bylaw Amendments Special Meeting without election of any Horizon Nominee pursuant to the Election Proposal or the Removal Proposal if passed at the Removal and Bylaw Amendments Special Meeting together with the election of any Horizon Nominee pursuant to the Election Proposal constitute a Change in Control.

In connection with a Change in Control, notwithstanding any other provision of the plan, the Board may, but need not, take any one or more of the following actions. The Board may, in its sole discretion, provide that the vesting of any or all award shares subject to vesting or a right of repurchase shall accelerate or lapse, as the case may be. If the Board exercises such discretion with respect to options, such options shall become exercisable in full prior to the consummation of such event at such time and on such conditions as the Board determines, and if such options are not exercised prior to the consummation of the event, they shall terminate at such time as determined by the Board. The Board need not have adopted the same rules for each award or each awardee. Subject to any greater rights granted to participants as described under the foregoing provisions, any outstanding awards shall be treated as provided in any applicable agreement or plan of merger, consolidation, dissolution, liquidation, or sale of assets, as the case may be. In addition, the Board may extend the date for the exercise of awards (but not beyond their original expiration date). The Board need not adopt the same rules for each award or each awardee.

Different rules apply under the 2004 Equity Incentive Plan in respect of individuals who are non-employee directors. In the event of a Change in Control while the awardee remains a non-employee director, the shares at the time subject to each outstanding option held by such awardee pursuant to the plan, but not otherwise vested, shall automatically vest in full so that each such option shall, immediately prior to the effective date of the Change in Control, become exercisable for all the shares as fully vested shares and may be exercised for any or all of those vested shares. Each such option shall remain exercisable for such fully vested Shares

until the expiration or sooner termination of the option term in connection with a Change in Control.

Employee Stock Purchase Plan

Further based on a review of the Company s public filings with the SEC, pursuant to the 2004 Employee Stock Purchase Plan, as amended on February 19, 2014, the Removal and Bylaw Proposals and the Election Proposal are not likely to result in the immediate termination of the Offering Period thereunder. Each Offering Period consists of four (4) six (6)-month purchase periods during which payroll deductions of the participants are accumulated under the plan. In the event of, among other things, a merger in which the Company is the surviving corporation but after which the shareholders of the Company immediately prior to such merger (other than any shareholder that merges, or which owns or controls another corporation that merges, with the Company in such merger) cease to own their shares or other equity interest in the Company, each purchase right under the plan shall be assumed or an equivalent purchase right shall be substituted by the successor corporation or a parent or subsidiary of the successor corporation, unless the successor corporation does not agree to assume the option or to substitute an equivalent purchase right, in which case the Board may determine, in the exercise of its sole discretion and in lieu of such assumption or substitution, to shorten the Offering Period then in progress by setting a new purchase date.

Management Continuity Agreements

Further based on a review of the Company s public filings with the SEC, the Removal Proposal if passed at the Removal and Bylaw Amendments Special Meeting without election of any Horizon Nominee pursuant to the Election Proposal or the Removal Proposal if passed at the Removal and Bylaw Amendments Special Meeting together with the election of any Horizon Nominee pursuant to the Election Proposal could each potentially trigger change in control payments under the May 2014 form of Management Continuity Agreement entered into with executive officers of the Company, while the other Removal and Bylaw Proposals are not likely to trigger such payments.

The Management Continuity Agreement provides, among other things, that, subject to execution of a release of claims, in the event an executive officer is subject to an involuntary termination (a termination by the Company without Cause or by the executive for Good Reason, as those terms are defined in the Management Continuity Agreements) within ninety (90) days before or twelve (12) months following a change in control (as defined in the 2014 Omnibus Incentive Plan above), the executive officer is entitled to receive: (i) 100% vesting acceleration of such officer s unvested Company equity awards; (ii) severance payments for a period of twenty-four (24) months (if the officer is the chief executive officer) or twelve (12) months (if the officer is not the chief executive officer) equal to the base salary which the officer was receiving immediately prior to the change in control (or immediately prior to the termination, if greater); (iii) a lump sum payment equal to two (2) times (if such officer is the chief executive officer) or equal to (if the officer is not the chief executive officer) such officer s annual bonus target for the Company s fiscal year in which the

termination occurs; and (iv) payment by the Company of the full cost of the health insurance benefits provided to such officers immediately prior to the change in control through the earlier of the end of the severance period or until such officer is no longer eligible for such benefits under applicable law. The executive officer also would be entitled to outplacement benefits for a period of up to three (3) months with a provider and a program selected by the Company, provided the executive officer commences such services within ninety (90) days of their being offered. If the foregoing payments and benefits are subject to the golden parachute excise tax under the Internal Revenue Code, they will be reduced if and to the extent doing so would cause the executive to retain a greater amount on an after-tax basis.

The following table, from the Company s Definitive Proxy Statement for the 2015 Annual Meeting of Shareholders, as filed with the SEC on April 6, 2015, sets forth potential payments to the Company s named executive officers (as identified in such Proxy Statement) employed as of December 31, 2014 under the Management Continuity Agreements that would have been made had a change in control and an involuntary termination occurred on December 31, 2014.

Potential Payments Involuntary Termination Following a Change in Control

Name	Severance Payments ($)	Bonus Payments ($)	Health Insurance Benefit ($)	Option and Stock Award Vesting Acceleration ($)(1)
James A. Schoeneck	1,250,000(2)	1,050,000(3)	42,506(4)	5,010,382
August J. Moretti	376,620(5)	163,265(6)	19,828(7)	1,595,386
Matthew M. Gosling	399,463(5)	188,407(6)	28,208(7)	1,529,019
Thadd M. Vargas	341,038(5)	137,089(6)	20,436(7)	1,424,345
Srinivas G. Rao, MD	375,000(5)	150,000(6)	18,289(7)	642,000

(1) Accelerated equity value as if the involuntary termination occurred on December 31, 2014.

(2) The amount reported represents total severance payments over twenty-four (24) months.

(3) The amount reported equals two times such officer s annual bonus target for the Company s fiscal year in which the termination occurs.

(4) The amount reported represents total health and dental insurance premiums to be paid on behalf of the named executive officer for twenty-four (24) months.

(5) The amount reported represents total severance payments over twelve (12) months.

(6)

The amount reported equals such officer s annual bonus target for the Company s fiscal year in which the termination occurs.

(7) The amount reported represents health and dental insurance premiums to be paid on behalf of the named executive officer for twelve (12) months.

Filed Agreements

We have not independently verified if the copies of the agreements discussed above in this section of this Proxy Statement titled Certain Effects Related to This Solicitation (collectively, the Filed Agreements) and publicly filed by the Company with the SEC are the same as the executed copies of the Filed Agreements, and the analyses above are based on our review of the Company s public SEC filings. While we are not aware of any, there may be other agreements that may be triggered by a change in control in connection with the Proposals. The discussion of the potential impact of the Proposals is based upon our review of the Filed Agreements and the Company s Annual Report on Form 10-K for the year ended December 31, 2014.

OTHER MATTERS

The principal executive offices of the Company are located at 7999 Gateway Boulevard, Suite 300, Newark, California 94560. Except as otherwise noted herein, the information concerning the Company has been taken from or is based upon documents and records on file with the SEC and other publicly available information. Although Horizon does not have any knowledge that would indicate that any statement contained herein that is based upon such documents and records is untrue, it does not take any responsibility for the accuracy or completeness of the information contained in such documents and records, or for any failure by the Company to disclose events that may affect the significance or accuracy of such information. For information regarding the security ownership of certain beneficial owners and management of the Company, see Schedule II of this Proxy Statement.

SHAREHOLDER PROPOSALS

According to Depomed s 2015 Annual Meeting proxy statement, shareholders who wish to submit proposals for inclusion in the Company s proxy statement for their 2016 Annual Meeting must submit such proposals so as to be received by Depomed at 7999 Gateway Blvd., Suite 300, Newark, California 94560, on or before December 9, 2015.

In addition, according to Depomed s proxy statement for the 2015 Annual Meeting of Shareholders, the Company s nominating and corporate governance committee will consider written proposals from shareholders for nominees for director. Any such nominations should be submitted to the nominating and corporate governance committee c/o the Secretary of the Company and should include (at a minimum) the following information: (i) all information relating to such nominee that is required to be disclosed pursuant to Regulation 14A under the Exchange Act (including such person s written consent to being named in the proxy statement as a nominee and to serving as a director, if elected); (ii) the name(s) and address(es) of the shareholder(s) making the nomination and the number of shares of Company Common Stock which are owned beneficially and of record by such shareholder(s); and (iii) appropriate biographical information and a statement as to the qualifications of the nominee, and should be submitted in the time frame described in the Bylaws. Pursuant to the Bylaws, to be timely, a shareholder s notice for a nomination at an annual meeting of shareholders shall be delivered

to the Company Secretary at the principal executive offices of the Company not less than one-hundred-twenty (120) or more than one-hundred-fifty (150) days prior to the first anniversary of the date on which the corporation first mailed its proxy materials for the preceding year s annual meeting of shareholders.

The information set forth above regarding the procedures for submitting shareholder proposals for consideration at Depomed s 2016 Annual Meeting is based on information contained in Depomed s 2015 proxy statement and Bylaws. The incorporation of this information in this Proxy Statement should not be construed as an admission by Horizon that such procedures are legal, valid or binding.

FORWARD-LOOKING STATEMENTS

This Proxy Statement contains forward-looking statements, including, but not limited to, statements related to solicitation of proxies of Depomed s shareholders in connection with the Removal and Bylaw Amendments Special Meeting and the Election Special Meeting, the non-binding Horizon Offer, and the timing and benefits thereof, estimated future financial results and performance of the combined company and the combined company s strategy, plans, objectives, expectations and intentions, anticipated product portfolio, the potential actions of the Horizon Nominees to serve on the Board and other statements that are not historical facts. These forward-looking statements are based on Horizon s current expectations and inherently involve significant risks and uncertainties. Actual results and the timing of events could differ materially from those anticipated in such forward-looking statements as a result of these risks and uncertainties, which include, without limitation, risks that Horizon will ultimately not pursue a transaction with Depomed or Depomed will reject engaging in any transaction with Horizon; if a transaction is negotiated between Horizon and Depomed, risks related to Horizon s ability to complete the acquisition on the proposed terms; the possibility that competing offers will be made; other risks associated with executing business combination transactions, such as the risk that the businesses will not be integrated successfully, that such integration may be more difficult, time-consuming or costly than expected or that the expected benefits of the acquisition will not be realized; risks related to future opportunities and plans for the combined company, including uncertainty of the expected financial performance and results of the combined company following completion of the proposed acquisition; disruption from the proposed acquisition, making it more difficult to conduct business as usual or maintain relationships with customers, employees or suppliers; the possibility that if the combined company does not achieve the perceived benefits of the proposed acquisition as rapidly or to the extent anticipated by financial analysts or investors, the market price of Horizon s shares could decline, as well as other risks related to Horizon s and Depomed s respective businesses, including the ability to grow sales and revenues from existing products; competition, including potential generic competition; the ability to protect intellectual property and defend patents; regulatory obligations and oversight; and those risks detailed from time-to-time under the caption Risk Factors and elsewhere in Horizon s and Depomed s respective filings and reports with the SEC. Horizon undertakes no duty or obligation to update any forward-looking statements contained in this Proxy Statement as a result of new information, except as required by applicable law or regulation.

YOUR SUPPORT IS IMPORTANT

NO MATTER HOW MANY OR HOW FEW SHARES YOU OWN, WE ARE SEEKING YOUR SUPPORT. PLEASE COMPLETE, EXECUTE AND DATE THE ENCLOSED BLUE PROXY CARD AS SOON AS POSSIBLE.

IF YOUR SHARES OF COMPANY COMMON STOCK ARE HELD IN THE NAME OF A BROKERAGE FIRM, BANK, BANK NOMINEE OR OTHER INSTITUTION, ONLY IT CAN SIGN THE BLUE PROXY CARD WITH RESPECT TO YOUR COMPANY COMMON STOCK. ACCORDINGLY, PLEASE CONTACT THE PERSON RESPONSIBLE FOR YOUR ACCOUNT AND GIVE INSTRUCTIONS FOR A BLUE PROXY CARD TO BE SIGNED REPRESENTING YOUR SHARES OF COMPANY COMMON STOCK.

This solicitation does not constitute an offer to buy or solicitation of any offer to sell securities. The Exchange Offer will be made only through the Exchange Offer Documents that Horizon has filed with the SEC on September 8, 2015. DEPOMED SHAREHOLDERS ARE URGED TO READ CAREFULLY THE EXCHANGE OFFER DOCUMENTS (INCLUDING ANY AMENDMENTS AND SUPPLEMENTS) AND ANY REGISTRATION STATEMENTS, PROSPECTUSES, PROXY STATEMENTS AND OTHER DOCUMENTS FILED WITH THE SEC IN CONNECTION WITH THE EXCHANGE OFFER WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION ABOUT HORIZON, DEPOMED AND THE EXCHANGE OFFER.

WHOM YOU CAN CALL IF YOU HAVE QUESTIONS

If you have any questions or require any assistance, please contact MacKenzie Partners, Horizon s proxy solicitor, at the following address and telephone numbers:

105 Madison Avenue

New York, NY 10016

Email: depomed@mackenziepartners.com

Call collect: (212) 929-5500

Call toll-free: (800) 322-2885

IT IS IMPORTANT THAT YOU SIGN AND DATE THE ENCLOSED BLUE PROXY CARD AND RETURN IT PROMPTLY IN THE ENCLOSED ENVELOPE TO AVOID UNNECESSARY EXPENSE AND DELAY. NO POSTAGE IS NECESSARY.

HORIZON PHARMA PUBLIC LIMITED COMPANY

HORIZON PHARMA, INC.

[ ], 2015

SCHEDULE I

TRANSACTIONS IN SECURITIES OF THE COMPANY

DURING THE PAST TWO YEARS

Shares of Company Common Stock Purchased/(Sold)	Date of Purchase/(Sale)
HORIZON PHARMA, INC.	
1,000	July 9, 2015
250,000	July 24, 2015
249,000	July 27, 2015
250,000	July 28, 2015
350,000	August 13, 2015
400,000	August 14, 2015
375,000	August 17, 2015
250,000	August 18, 2015
125,000	August 19, 2015

Except as set forth above, none of the participants in this solicitation, to Horizon s knowledge, has purchased or sold any securities of the Company within the past two (2) years from the date hereof.

SCHEDULE II

SECURITY OWNERSHIP OF DEPOMED MANAGEMENT AND

CERTAIN DEPOMED BENEFICIAL HOLDERS

Depomed Management

The following table sets forth information as of September 10, 2015 (or earlier date for information based on third party filings with the SEC), as disclosed on Annex A to the Revocation Statement filed with the SEC by Depomed on September 14, 2015, regarding the ownership of Company Common Stock by (a) each director, (b) each named executive officer and (c) all current directors and executive officers as a group.

Name of Beneficial Owner(1)	Aggregate Number of Shares of Common Stock(2)	Number Subject to Convertible Securities Exercisable Within 60 Days	Percentage of Common Stock (%)(2)
James A. Schoeneck(3)	1,118,366	835,039	1.85%
Thadd M. Vargas	341,645	202,302	*
August J. Moretti	287,294	263,967	*
Matthew M. Gosling	287,567	253,921	*
Peter D. Staple	212,305	152,305	*
David B. Zenoff, D.B.A.	176,901	157,305	*
Karen A. Dawes	150,305	142,305	*
Samuel R. Saks, M.D.	63,138	63,138	*
Vicente Anido, Jr., Ph.D.	59,805	59,805	*
Srinivas G. Rao, M.D.	50,978	50,261	*
R. Scott Shively	48,490	48,490	*
Louis J. Lavigne, Jr.	35,638	35,638	*
All current directors & executive officers as a group (12 persons)	2,832,432	2,264,476	4.69%

* Beneficially owns less than 1% of the outstanding Company Common Stock.

(1) Except as otherwise indicated, the address of each beneficial owner listed in the table is Depomed, Inc., 7999 Gateway Blvd., Suite 300, Newark, California 94560.

(2) Beneficial ownership of shares is determined in accordance with the rules of the SEC and generally includes any shares over which a person exercises sole or shared voting or investment power, or of which a person has the right to acquire ownership within 60 days. Percentage ownership is based on 60,367,385 shares of Company Common Stock outstanding as of September 10, 2015. Shares of Company Common Stock subject to stock options and restricted stock units vesting on or before November 9, 2015 (within 60 days of September 10, 2015) are deemed to be outstanding and beneficially owned for purposes of computing the percentage ownership of such person but are not treated as outstanding for purposes of computing the percentage ownership of other persons. Except as

otherwise noted, each person has sole voting and investment power with respect to the shares shown. Unless otherwise noted, none of the shares shown as beneficially owned on this table are subject to pledge.

(3) Includes 283,327 shares of Company Common Stock held in Mr. Schoeneck s family trust and over which Mr. Schoeneck has shared voting power and shared dispositive power.

Certain Depomed Beneficial Owners

The following table sets forth information as of September 10, 2015 (or earlier date for information based on third party filings with the SEC), as disclosed on Annex A to the Revocation Statement filed with the SEC by Depomed on September 14, 2015, regarding the ownership of Company Common Stock by each person owning more than 5% of the outstanding shares of Company Common Stock.

Name of Beneficial Owner	Aggregate Number of Shares of Common Stock(1)	Number Subject to Convertible Securities Exercisable Within 60 Days	Percentage of Common Stock (%)(1)
BlackRock, Inc.(2)	6,643,880(3)		11.01%
RIMA Senvest Management, LLC(4)	4,647,961(5)	259,926(5)	7.70%
The Vanguard Group(6)	3,920,281(7)		6.49%
Invesco Ltd.(8)	3,571,101(9)		5.92%
State Street Corporation(10)	3,070,951(11)		5.09%

(1) Beneficial ownership of shares is determined in accordance with the rules of the SEC and generally includes any shares over which a person exercises sole or shared voting or investment power, or of which a person has the right to acquire ownership within 60 days. Percentage ownership is based on 60,367,385 shares of Company Common Stock outstanding as of September 10, 2015. Shares of Company Common Stock subject to stock options and restricted stock units vesting on or before November 9, 2015 (within 60 days of September 10, 2015) are deemed to be outstanding and beneficially owned for purposes of computing the percentage ownership of such person but are not treated as outstanding for purposes of computing the percentage ownership of other persons. Except as otherwise noted, each person or entity has sole voting and investment power with respect to the shares shown. Unless otherwise noted, none of the shares shown as beneficially owned on this table are subject to pledge.

(2) The address of BlackRock, Inc. is 55 East 52nd Street, New York, New York 10022.

(3) Includes (i) 6,520,836 shares of Company Common Stock as to which BlackRock, Inc. has sole voting power and (ii) 6,643,880 shares of Company Common Stock as to which BlackRock, Inc. has sole dispositive power. This information was obtained from the Schedule 13G filed on January 9, 2015 with the SEC by BlackRock, Inc.

(4) The address of RIMA Senvest Management, LLC is 540 Madison Avenue, 32nd Floor, New York, New York 10022.

(5) Includes (i) 4,647,961 shares of Company Common Stock (of which 259,926 shares of Company Common Stock are issuable upon the conversion of the 2021 Notes as to which Richard Mashaal has shared voting and shared dispositive power and (ii) 3,163,828 shares of Company Common Stock (of which 157,515 shares of Company Common Stock are issuable upon the conversion of the 2021 Notes)

as to which RIMA Senvest Management, LLC has shared voting and shared dispositive power. The address of Richard Mashaal is c/o RIMA Senvest Management, LLC is 540 Madison Avenue, 32nd Floor, New York, New York 10022. This information was obtained from the Schedule 13G/A filed on February 17, 2015 with the SEC by RIMA Senvest Management, LLC and Richard Mashaal.

(6) The address of The Vanguard Group is 100 Vanguard Blvd., Malvern, Pennsylvania 19355.

(7) Includes (i) 81,855 shares of Company Common Stock as to which The Vanguard Group has voting power, (ii) 3,841,826 shares of Company Common Stock as to which The Vanguard Group has sole dispositive power and (iii) 78,455 shares of Company Common Stock as to which The Vanguard Group has shared dispositive power. This information was obtained from the Schedule 13G filed on February 10, 2015 with the SEC by The Vanguard Group.

(8) The address of Invesco Ltd. is 1555 Peachtree Street NE, Atlanta, Georgia 30309.

(9) Includes (i) 3,547,301 shares of Company Common Stock as to which Invesco Ltd. has sole voting power and (ii) 3,571,101 shares of Company Common Stock as to which Invesco Ltd. has sole dispositive power. This information was obtained from the Schedule 13G filed on February 11, 2015 with the SEC by Invesco Ltd.

(10) The address of State Street Corporation is State Street Financial Center, One Lincoln Street, Boston, Massachusetts 02111.

(11) Includes 3,070,951 shares of Company Common Stock as to which State Street Corporation has shared voting power and shared dispositive power. This information was obtained from the Schedule 13G filed on February 12, 2015 with the SEC by State Street Corporation.

PRELIMINARY PROXY MATERIAL SUBJECT TO COMPLETION

YOUR VOTE IS VERY IMPORTANT PLEASE VOTE YOUR PROXY TODAY.

VOTE BY TELEPHONE

Have this proxy card available when you call the Toll-Free number [ ] using a touch-tone telephone from the United States and follow the simple instructions presented to you.

VOTE BY INTERNET

Have this proxy card available when you access the website [ ] and follow the simple instructions presented to you.

VOTE BY MAIL

Please mark, sign and date your proxy card and return it in the postage-paid envelope provided or return it to:

105 Madison Avenue New York, NY 10016 Attn: Bob Marese

We encourage you to take advantage of Internet or telephone voting.

Both are available 24 hours a day, 7 days a week.

Your Internet or telephone vote must be received by 11:59 p.m. Eastern Time on [ ], 2015 in order to be counted in the final tabulation.

Your Internet or telephone vote authorizes the named proxies to vote your shares in the same manner as if you marked, signed and returned your proxy card.

UNLESS YOU HAVE VOTED BY TELEPHONE OR ON THE INTERNET, PLEASE SIGN, DATE AND MAIL THIS BLUE PROXY CARD PROMPTLY IN THE ENVELOPE PROVIDED.

PRELIMINARY PROXY MATERIAL SUBJECT TO COMPLETION

[FORM OF BLUE PROXY CARD]

BLUE PROXY CARD

DEPOMED, INC.

ELECTION SPECIAL MEETING OF SHAREHOLDERS

THIS PROXY IS SOLICITED ON BEHALF OF HORIZON PHARMA, INC. AND NOT ON BEHALF OF DEPOMED, INC. OR THE BOARD OF DIRECTORS OF DEPOMED, INC.

The undersigned appoints Timothy P. Walbert and Paul W. Hoelscher, and each of them, proxies and agents with power to act without the others, with full power of substitution and with discretionary authority to vote all shares of common stock, no par value, of Depomed, Inc. (the Company) which the undersigned would be entitled to vote if personally present at the special meeting of the Company shareholders scheduled to be held on [ ] beginning at [ ] at [ ] (including any adjournments or postponements thereof and any meeting held in lieu thereof, the Election Special Meeting) and otherwise to represent the undersigned at the meeting with all powers possessed by the undersigned if personally present at the meeting, as specified below.

When properly executed, this proxy will be voted in the manner directed herein by the undersigned shareholder. If no direction is given, this proxy will be voted **FOR** the election of all of the Horizon Nominees pursuant to the Election Proposal and **FOR** the Adjournment Proposal, each as set forth for the Election Special Meeting in the definitive Proxy Statement filed by Horizon Pharma public limited company and Horizon Pharma, Inc. (together, Horizon) with the U.S. Securities and Exchange Commission on [ ], 2015 (the Proxy Statement). **Additionally, the votes entitled to be cast by the undersigned will be cast in the discretion of the proxy holders on any other matter that may properly come before the meeting or any adjournment or postponement and any meeting held in lieu thereof.** This proxy revokes any previously executed proxy with respect to all the Election Proposals.

As used on this Proxy Card, the term Bylaws refers to the Company s Amended and Restated Bylaws, as amended through July 12, 2015; the term Horizon Nominee refers to those individuals listed in the Election Proposal set forth in the Proxy Statement, or such substitutes as selected by Horizon; the terms Election Proposal, Election Proposals, Removal Proposal and the Removal and Bylaw Amendments Special Meeting have the meanings stated in the Proxy Statement; and the term Board refers to the Company board of directors.

x PLEASE MARK VOTES AS IN THIS EXAMPLE.

Horizon recommends you vote (i) **FOR** the election of each of Robert M. Daines, Charles M. Fleischman, Elizabeth M. Greetham, Jack L. Kaye, Steven A. Lisi, Steven J. Shulman and Ralph H. Thurman as directors of the Company pursuant to the Election Proposal below and (ii) **FOR** the Adjournment Proposal below.

If no direction is given, this proxy will be voted **FOR** the election of each of the Horizon Nominees pursuant to the Election Proposal and the Adjournment Proposal below.

ELECTION PROPOSAL: To elect Robert M. Daines, Charles M. Fleischman, Elizabeth M. Greetham, Jack L. Kaye, Steven A. Lisi, Steven J. Shulman and Ralph H. Thurman as directors of the Company contingent on the Removal Proposal being passed at the Removal and Bylaw Amendments Special Meeting.	FOR ¨ all nominees	WITHHOLD ¨ AUTHORITY for all nominees	FOR ¨ ALL EXCEPT nominee(s) written below:

INSTRUCTIONS. If you do not wish your shares voted FOR the election of a particular Horizon Nominee, mark the FOR ALL EXCEPT box and write the name(s) of the Horizon Nominee(s) you do not support below that box. Your shares will be voted for the election of the remaining Horizon Nominee(s).

ADJOURNMENT PROPOSAL: To approve the adjournment of the Election Special Meeting, or any adjournments thereof, to another time and place if necessary or appropriate to, among other things, solicit additional proxies if there are insufficient votes at the time of the Election Special Meeting to elect any Horizon Nominee as a director of the Company pursuant to the Election Proposal at the Election Special Meeting.	FOR ¨	AGAINST ¨	ABSTAIN ¨

x PLEASE MARK AUTHORITY AS IN THIS EXAMPLE.

Shareholder Name

Signature

Joint Signature (Title)

Date

Please sign exactly as name appears hereon. Joint owners should each sign. When signing as attorney, executor, administrator, trustee or guardian, please give full title as such. If a corporation, please sign in full corporate name by authorized officer, giving full title. If a partnership, please sign partnership name by authorized person, giving full title.