

DesJardin Michael A.
Form 4
December 06, 2018

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
DesJardin Michael A.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
C/O HORIZON PHARMA PLC,
CONNAUGHT HOUSE, 1ST
FLOOR, 1 BURLINGTON RD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/05/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, Technical Operations

DUBLIN, L2 4

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Ordinary Shares | 12/05/2018 | | M | 5,861 | A | 13,610 ⁽²⁾ | D |
| Ordinary Shares | 12/05/2018 | | F | 2,027 ⁽³⁾ | D | \$ 11,583 | D |

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

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SEC 1474
(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---|
| Restricted Stock Units | (1) | 12/05/2018 | | M | 5,861 | (4) (4) | Ordinary Shares | 5,861 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DesJardin Michael A. C/O HORIZON PHARMA PLC, CONNAUGHT HOUSE 1ST FLOOR, 1 BURLINGTON RD DUBLIN, L2 4 | | | EVP, Technical Operations | |

Signatures

/s/ Miles W. McHugh,
Attorney-in-Fact

12/06/2018

Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Each restricted stock unit represents a contingent right to receive one ordinary share of the Issuer.
- (2) Includes 1,950 ordinary shares of the Issuer acquired by the reporting person on June 1, 2018 and 421 ordinary shares of the Issuer acquired on November 30, 2018, pursuant to an employee stock purchase program.
- (3) Reflects the net settlement of ordinary shares of the Issuer in connection with the vesting of restricted stock units.
- (4) On December 15, 2016, the reporting person was granted 23,443 restricted stock units, vesting in four equal annual installments beginning on the first anniversary of the vesting commencement date of December 5, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.