

Horizon Pharma plc  
Form 3  
March 03, 2017

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 \*  
Â Karnani Vikram  
(Last) (First) (Middle)  
2. Date of Event Requiring Statement  
(Month/Day/Year)  
02/22/2017  
3. Issuer Name and Ticker or Trading Symbol  
Horizon Pharma plc [HZNP]  
4. Relationship of Reporting Person(s) to Issuer  
5. If Amendment, Date Original Filed(Month/Day/Year)

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

(Street)

DUBLIN,Â L2Â 4

(City) (State) (Zip)

(Check all applicable)

Director  10% Owner  
 Officer  Other  
(give title below) (specify below)  
SVP, Rheumatology Bus. Unit

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 Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares	20,514	D	Â

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Stock Option (Right to Buy)	Â (1)	08/07/2024	Ordinary Shares	25,600	\$ 9.23	D	Â
Stock Option (Right to Buy)	Â (2)	03/22/2025	Ordinary Shares	84,000	\$ 22.14	D	Â
Restricted Stock Units (RSU)	Â (3)	Â (3)	Ordinary Shares	11,350	\$ (3)	D	Â
Restricted Stock Units (RSU)	Â (4)	Â (4)	Ordinary Shares	28,500	\$ (4)	D	Â
Performance Share Units (PSU)	Â (5)	Â (5)	Ordinary Shares	132,000	\$ (5)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Karnani Vikram C/O HORIZON PHARMA PLC, CONNAUGHT HOUSE 1ST FLOOR, 1 BURLINGTON RD DUBLIN, Â L2Â 4	Â	Â	Â SVP, Rheumatology Bus. Unit	Â

## Signatures

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

03/03/2017

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) 25% of the shares subject to the option vested on the first anniversary of the date of grant (August 8, 2014), and the remaining shares vest in 36 equal monthly installments thereafter.
  - (2) 25% of the shares subject to the option vest and become exercisable on the first anniversary of the date of grant (March 23, 2015), and the remaining shares vest in 36 equal monthly installments thereafter.
  - (3) Each restricted stock unit represents a contingent right to receive one ordinary share of the Issuer. The restricted stock units vest 25% annually on each anniversary of the date of grant (August 8, 2014).
  - (4) Each restricted stock unit represents a contingent right to receive one ordinary share of the Issuer. The restricted stock units vest 25% annually on each anniversary of the date of grant (March 23, 2015).
- Each PSU represents a contingent right to receive ordinary shares of the Issuer, based on the Issuer's level of total shareholder return, as measured from March 23, 2015 through December 22, 2017, March 22, 2018 and June 22, 2018 or based on the level of total shareholder return through any earlier change in control. For such purposes, total shareholder return means the percentage change in the price of the Issuer's ordinary shares on a compounded annual basis, plus the value of reinvested dividends. The number of shares issued may range from zero (0) shares to the maximum number of shares reported in column 3 of this report.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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