

Kent Jeff
 Form 3
 February 26, 2019

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Kent Jeff | | (Month/Day/Year) | Horizon Pharma plc [HZNP] | |
| (Last) | (First) | (Middle) | 02/20/2019 | |
| C/O HORIZON PHARMA PLC,Â CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON RD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | (Check all applicable) | | | |
| | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner | | |
| | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | (give title below) (specify below) | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | See remarks | | <input type="checkbox"/> Form filed by More than One Reporting Person | |
| DUBLIN,Â L2Â 4 | | | | |
| (City) | (State) | (Zip) | | |

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) |
|---------------------------------|---|--|---|
| Common Stock | 101,960 | 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) | |
|---------------------------------------|------------------|-----------------|-----------------|----------------------------|----------|---------------------------------------|---|
| Employee stock options (right to buy) | Â (1) | 06/07/2022 | Ordinary Shares | 20,000 | \$ 3.95 | D | Â |
| Employee stock options (right to buy) | Â (1) | 01/01/2024 | Ordinary Shares | 18,000 | \$ 7.61 | D | Â |
| Employee stock options (right to buy) | Â (2) | 03/22/2025 | Ordinary Shares | 53,666 | \$ 22.14 | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Ordinary Shares | 6,500 | \$ 0 | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Ordinary Shares | 20,000 | \$ 0 | D | Â |
| Restricted Stock Units | Â (5) | Â (5) | Ordinary Shares | 15,000 | \$ 0 | D | Â |
| Restricted Stock Units | Â (6) | Â (6) | Ordinary Shares | 13,400 | \$ 0 | D | Â |
| Restricted Stock Units | Â (7) | Â (7) | Ordinary Shares | 24,521 | \$ 0 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Kent Jeff C/O HORIZON PHARMA PLC CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON RD DUBLIN, L2 4 | Â | Â | Â See remarks | Â |

Signatures

/s/ Miles McHugh,
Attorney-in-fact

02/26/2019

__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) Fully vested

(2) 25% of the shares subject to the option vested and become exercisable on March 23, 2016 and the remaining shares vest in 36 equal monthly installments thereafter.

(3) The RSU's vest 1/4th annually on each anniversary of March 23, 2015.

(4) The RSU's vest 50% annually on each anniversary of August 1, 2017.

(5) The RSU's vest 1/3rd annually on each anniversary of June 10, 2018.

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- (6) The RSU's vest 1/3rd annually on each anniversary of January 5, 2018.
- (7) The RSU's vest 1/3rd annually on each anniversary of January 5, 2019.

Â

Remarks:

OfficerÂ Title:Â Â SVP,Â HeadÂ ofÂ MedicalÂ AffairsÂ &Â OutcomesÂ Research.

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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