

Horizon Pharma plc
 Form 3
 September 19, 2014

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

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 Nohria Virinder | | (Month/Day/Year) | Horizon Pharma plc [HZNP] | |
| (Last) | (First) | (Middle) | 09/19/2014 | |
| 1000 HOLCOMB WOODS PARKWAY, SUITE 270 | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| ROSWELL, GA 30076 | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> 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, nominal value \$0.0001 per share | 0 <u>(1)</u> <u>(2)</u> <u>(3)</u> <u>(4)</u> | D | Â |

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

Edgar Filing: Horizon Pharma plc - Form 3

| Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|
|------------------|-----------------|-------|----------------------------|----------|---------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Nohria Virinder 1000 HOLCOMB WOODS PARKWAY, SUITE 270 ROSWELL, GA 30076 | X | | | |

Signatures

/s/ Virinder Nohria,
M.D., Ph.D

09/19/2014

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) On September 19, 2014, the Issuer (formerly known as Vidara Therapeutics International Public Limited Company) and Horizon Pharma Inc. ("HPI") consummated the merger contemplated by the transaction agreement and plan of merger that the Issuer entered into with HPI and certain other parties on March 18, 2014, as amended, or the merger agreement. In connection with the merger, the Issuer was re-named Horizon Pharma plc and became the parent company of HPI, with HPI becoming the wholly-owned subsidiary of the Issuer. In the merger, all outstanding shares of HPI's common stock were canceled and converted into the right to receive, on a one-for-one basis, ordinary shares, nominal value \$0.0001 per share of the Issuer.

(2) (Continued from Footnote 1) Immediately after giving effect to the issuance of ordinary shares of the Issuer to the former HPI stockholders in the merger, approximately 106,130,396 of the Issuer's ordinary shares were outstanding, of which approximately 70.5% were held by the former HPI stockholders. The remaining 31,350,000 ordinary shares, or 29.5% of the Issuer's ordinary shares outstanding immediately after giving effect to the merger, were held by the Vidara Therapeutics Holdings LLC, or Vidara Holdings, which was the sole shareholder of the Issuer prior to the merger since January 4, 2012.

(3) (Continued from Footnote 2) Excludes 31,350,000 ordinary shares of Horizon Pharma plc held by Vidara Holdings. Dr. Virinder Nohria, the Reporting Person, is one of the managing members, and a 7.1% equity owner of Vidara Holdings. The other managing members of Vidara Holdings are Mr. Balaji Venkataraman, Mr. Keith Pennell and Mr. Donald DeMuth. Mr. Venkataraman, through trusts and other entities, indirectly beneficially owns 57.6% of the outstanding voting membership interests, and 52.9% of the economic interests, of Vidara Holdings. DFW Capital Partners, of which Mr. Pennell and Mr. DeMuth are affiliates, indirectly beneficially owns 25.4% of the outstanding voting membership interests, and 14.6% of the economic interests of Vidara Holdings.

(4) (Continued from Footnote 3) Dr. Nohria disclaims beneficial ownership of the shares held by Vidara Holdings except to the extent of any pecuniary interest therein. If Vidara Holdings were to distribute all of the ordinary shares of Horizon Pharma plc pro rata to its members, Dr. Nohria will beneficially own 2,214,837 ordinary shares of Horizon Pharma plc (or 2.1% of the total ordinary shares of Horizon Pharma plc outstanding as of September 19, 2014).

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.