**Statement of Changes in Beneficial Ownership**

**Kent Jeff**

**C/O HORIZON THERAPEUTICS PLC**

**Connaught House, 1st Fl., 1 Burlington RD**

**DUBLIN L2 4**

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

<table>
<thead>
<tr>
<th>Title of Security (Instr. 3)</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>2A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>3. Transaction Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed Of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Ordinary Shares</td>
<td>01/21/2020</td>
<td></td>
<td>A(1)</td>
<td>3,045</td>
<td>A</td>
<td>$0.00</td>
<td>114,712 D</td>
</tr>
<tr>
<td>Ordinary Shares</td>
<td>01/21/2020</td>
<td></td>
<td>F</td>
<td>1,349</td>
<td>D</td>
<td>$38.25</td>
<td>113,363 D</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, if any (Month/Day/Year)</th>
<th>4. Transaction Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date (Month/Day/Year)</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Performance Restricted Stock Units (PSUs)</td>
<td>18.25</td>
<td>01/21/2020</td>
<td>A(1)</td>
<td>6,091</td>
<td>0 (1)</td>
<td>(1) Ordinary Shares</td>
<td>6,091 $0.00</td>
<td>6,091 D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. On January 4, 2019, the reporting person was granted performance-based restricted stock units (PSUs) of the Issuer, which vest upon the satisfaction of certain performance criteria. On January 21, 2020, such performance criteria were met, and the PSUs vested as to the number of shares reported in Table I above. The remaining ordinary shares subject to the PSUs vest in equal annual installments on January 21, 2021 and January 21, 2022.

2. Each PSU represents a contingent right to receive one ordinary share of the Issuer.

**Remarks:**

Officer Title: SVP, Head of Medical Affairs & Outcomes Research The share amounts set forth in the original Form 4 filing were incorrect. This amended report corrects and replaces the original Form 4 filing in its entirety.

/s/ Miles W. McHugh

**Attorney-in-Fact**

02/21/2020

**Signature of Reporting Person** Date