

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>SHERMAN JEFFREY W</u> _____ (Last) (First) (Middle) <u>C/O HORIZON THERAPEUTICS PLC</u> <u>CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON</u> <u>RD</u> _____ (Street) <u>DUBLIN L2 4</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Horizon Therapeutics Public Ltd Co [ HZNP</u> ]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ Officer (give title below) _____ Other (specify below) _____ <u>EVP and Chief Medical Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/21/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	09/03/2021		G	V	4,042	D	\$0.00	9,115	D	
Ordinary Shares	09/03/2021		G	V	4,042	A	\$0.00	27,079	I	See footnote <sup>(1)</sup>
Ordinary Shares	09/21/2021		M		46,271	A	\$7.61	55,386	D	
Ordinary Shares	09/21/2021		S <sup>(2)</sup>		46,271	D	\$110	9,115	D	
Ordinary Shares								66,730	I	By Spouse
Ordinary Shares								105,808	I	See footnote <sup>(3)</sup>

**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 Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V		Date Exercisable	Expiration Date						Amount or Number of Shares
Stock Option (Right to Buy)	\$7.61	09/21/2021		M		46,271	(4)	01/02/2024	Ordinary Shares	46,271	\$0.00	10,729	D	

**Explanation of Responses:**

- The shares are held in the Jeffrey W. Sherman Living Trust.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on August 10, 2021.
- The shares are held in the name of the Jeffrey W. Sherman 2020 Gift Trust, of which the reporting person's spouse is the Trustee.
- The stock option is fully vested and exercisable.

**Remarks:**

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

09/23/2021

\*\* Signature of Reporting Person

Date

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

\* 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).

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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