**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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

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**1. Name and Address of Reporting Person**

MOZE BARRY  
C/O HORIZON THERAPEUTICS PLC  
CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON RD  
DUBLIN L2 4

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**2. Issuer Name and Ticker or Trading Symbol**

Horizon Therapeutics Public Ltd Co [ HZNP ]

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**3. Date of Earliest Transaction (Month/Day/Year)**

01/03/2020

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**4. If Amendment, Date of Original Filed (Month/Day/Year)**

01/07/2020

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

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Transaction Date (Month/Day/Year)</th>
<th>3A. Deemed Execution Date, If any (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, 4 and 5)</th>
<th>4A. Disposition Code (Instr. 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>01/05/2020</td>
<td>M</td>
<td>41,909</td>
<td>A</td>
<td>(1)</td>
<td>162,857(2)</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ordinary Shares</td>
<td>01/05/2020</td>
<td>A(3)</td>
<td>19,014</td>
<td>A</td>
<td>$0.00</td>
<td>181,871</td>
<td>D</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Ordinary Shares</td>
<td>01/05/2020</td>
<td>F</td>
<td>27,179</td>
<td>D</td>
<td>$36.1</td>
<td>154,692</td>
<td>D</td>
<td></td>
<td></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>1. 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>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>Restricted Stock Units (RSU)</td>
<td>(1)</td>
<td>01/03/2020</td>
<td>A</td>
<td>36,284</td>
<td>(4)</td>
<td>(4)</td>
<td>Ordinary Shares</td>
<td>36,284</td>
<td>$0.00</td>
<td>36,284</td>
</tr>
<tr>
<td>Restricted Stock Units (RSU)</td>
<td>(1)</td>
<td>01/05/2020</td>
<td>M</td>
<td>24,649</td>
<td>(5)</td>
<td>(5)</td>
<td>Ordinary Shares</td>
<td>24,649</td>
<td>$0.00</td>
<td>49,299</td>
</tr>
<tr>
<td>Restricted Stock Units (RSU)</td>
<td>(1)</td>
<td>01/05/2020</td>
<td>M</td>
<td>17,260</td>
<td>(6)</td>
<td>(6)</td>
<td>Ordinary Shares</td>
<td>17,260</td>
<td>$0.00</td>
<td>17,260</td>
</tr>
</tbody>
</table>

**Explanation of Responses:**

1. Each RSU represents a contingent right to receive one ordinary share of the Issuer.
2. Includes 2,369 ordinary shares of the Issuer acquired by the reporting person on May 31, 2019 pursuant to an employee stock purchase program.
3. On January 5, 2018, 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 5, 2020, the PSUs vested as to the number of shares reported above.
4. The RSU's vest 1/3rd annually on each anniversary of January 5, 2018.
5. The RSU's vest 1/3rd annually on each anniversary of January 5, 2019.

**Remarks:**

/s/ Miles W. McHugh  
EVP, Chief Admin. Officer  
01/07/2020

**Signature of Reporting Person**

Date

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**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).**

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