

OMB APPROVAL	
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**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

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

1. Name and Address of Reporting Person* <u>Kent Jeff</u> _____ (Last) (First) (Middle) C/O HORIZON THERAPEUTICS PLC CONNAUGHT HOUSE, 1ST FL, 1 BURLINGTON RD _____ (Street) DUBLIN L2 4 _____ (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) _____ See remarks
	3. Date of Earliest Transaction (Month/Day/Year) 01/04/2021	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	
		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 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	01/05/2021		M		24,549	A	(1)	75,598	D	
Ordinary Shares	01/05/2021		A <sup>(2)</sup>		6,822	A	\$0.00	82,420	D	
Ordinary Shares	01/05/2021		F		13,997	D	\$73.28	68,423	D	

**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	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Units (RSU)	(1)	01/04/2021		A		20,957		(3)	(3)	Ordinary Shares	20,957	\$0.00	20,957	D	
Restricted Stock Units (RSU)	(1)	01/05/2021		M		6,700		(4)	(4)	Ordinary Shares	6,700	\$0.00	0	D	
Restricted Stock Units (RSU)	(1)	01/05/2021		M		8,174		(5)	(5)	Ordinary Shares	8,174	\$0.00	8,174	D	
Restricted Stock Units (RSU)	(1)	01/05/2021		M		9,675		(3)	(3)	Ordinary Shares	9,675	\$0.00	19,352	D	

**Explanation of Responses:**

- Each RSU represents a contingent right to receive one ordinary share of the Issuer.
- 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 5, 2021, the PSUs vested as to the number of shares reported above.
- The RSU's vest 1/3rd annually on each anniversary of January 5, 2020.
- The RSU's vest 1/3rd annually on each anniversary of January 5, 2018.
- The RSU's vest 1/3rd annually on each anniversary of January 5, 2019.

**Remarks:**

Officer Title: SVP, Head of Medical Affairs & Outcomes Research.

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

01/06/2021

\*\* 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.

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 Number.