

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

**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>Cox Aaron</u>  (Last) (First) (Middle) C/O HORIZON THERAPEUTICS PLC 70 ST. STEPHEN'S GREEN  (Street) DUBLIN L2  (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 <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>EVP, Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>12/27/2022</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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Ordinary Shares	06/01/2022		A <sup>(1)</sup>	V	277	A	(1)	5,051	D	
Ordinary Shares	12/15/2022		G	V	4,774	D	\$0.00	277	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
Performance Restricted Stock Units (PSUs)	(2)	12/27/2022		A <sup>(3)</sup>		17,416		(3)	(3)	Ordinary Shares	17,416	\$0.00	17,416	D	
Performance Restricted Stock Units (PSUs)	(2)	12/27/2022		A <sup>(4)</sup>		13,972		(4)	(4)	Ordinary Shares	13,972	\$0.00	13,972	D	

**Explanation of Responses:**

- 277 ordinary shares of the Issuer acquired by the reporting person on June 1, 2022 pursuant to an employee stock purchase program.
- Each PSU represents a contingent right to receive one ordinary share of the Issuer.
- On January 3, 2020, the reporting person was granted performance-based restricted stock units (PSUs) of the Issuer, which vest upon the satisfaction of certain performance criteria. On December 27, 2022, such performance criteria were met. The ordinary shares subject to the PSUs vest on December 30, 2022.
- On January 4, 2021, the reporting person was granted performance-based restricted stock units (PSUs) of the Issuer, which vest upon the satisfaction of certain performance criteria. On December 27, 2022, such performance criteria were met. Two-thirds of the ordinary shares subject to the PSUs vest on December 30, 2022, and the remaining one-third of the ordinary shares vest on January 5, 2024.

**Remarks:**

/s/ Patrick McIlvenny,  
Attorney-in-Fact

12/29/2022

\*\* 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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Adriana Hernandez-Capone, Sean Clayton and Meghanne Downes and Patrick McIlvenny of Horizon Therapeutics plc (the "Company"), signing individually, the undersigned's true and lawful attorney-in fact and agent to:

(1) execute for and on behalf of the undersigned, an officer, director or holder of 10% or more of a registered class of securities of the Company, Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") and the rules thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute such Form 3, 4 or 5, complete and execute any amendment or amendments thereto, and timely file such forms or amendments with the United States Securities and Exchange Commission and any stock exchange or similar authority; and

(3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that each of the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, is not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect with respect to each of the foregoing attorneys-in-fact until the earliest to occur of (a) the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, (b) revocation by the undersigned in a signed writing delivered to such attorney-in-fact or (c) until such attorney-in-fact shall no longer be employed by the Company.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of 11/2/2022.

/s/ Aaron Cox